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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION  
OF  
Pantastik Musical Educational Development  
Center, Inc.**

13640 NW 19<sup>th</sup> Avenue, Suite 19  
Opa-Locka, FL. 33054  
305-310-9296

*"Where words fail, music speaks"*

November 3, 2011

Department of State  
Division of Corporations  
P.O. Box 6397  
Tallahassee, Florida  
32314

**SUBJECT: ARTICLES OF INCORPORATION APPLICATION**

Dear Sir/Madame:

Attached are one original and one copy of the Articles of Incorporation for Pantastik Musical Educational Development Center, Inc.

Included is the amount of \$78.75 for filing fee and Certified Copy fee.

Hoping that this application is in compliance with the filing requirements.

Sincerely,

*Patrick R. Campbell*

Patrick Campbell

Registered Agent

cc: Earline Campbell - Treasurer  
Marilyn Charles - Secretary

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**(Florida not-for-profit corporation)**

The undersigned, acting as the incorporators of Pantastik Musical Educational Development Center, Inc., a not-for-profit corporation under the Florida Not For Profit Corporation Act, as set forth in Chapter 617, Florida Statutes, (hereinafter referred to as the "Corporation") and as President of the Corporation, by virtue of the authority granted in Resolution 2011 approved by a majority of the Corporation's Board of Directors at it's August 29, 2011, meeting, hereby adopt the following Articles of Incorporation for the Corporation:

**ARTICLE I: NAME**

The name of the Corporation shall be: Pantastik Musical Educational Development Center, Inc., hereinafter referred to as the "Corporation."

**ARTICLE II: OFFICE AND MAILING ADDRESS**

The address of the principal office and the mailing address of the Corporation is: 13640 NW 19<sup>th</sup> Avenue, Suite 19, Opa-Locka, FL 33054.

**ARTICLE III: PURPOSES**

The Corporation is organized and operated exclusively for religious, charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any future corresponding provision of any future United States Internal Revenue Law; or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or any future corresponding provision of any future United States Internal Revenue Law.

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The primary purpose of this organization is to develop and promote the musical art form of the steel pan and the cultural art expressions of the West Indies. The corporation will focus on the development of the steel pan and West Indian culture through educational and musical activities designed to promote knowledge and understanding of the instrument and the culture of the islands. The corporation will provide steel pan and cultural arts training, education and entertainment to youth, young adults and adults. The musical educational training is designed to encourage and promote involvement in community activities that will promote and utilize cultural arts to address education, public safety, public health, substance abuse, mentoring, career development and responsible decision making among the general population. The corporation will concentrate its efforts in Miami Dade County,

**ARTICLE IV: RESTRICTIONS ON ACTIVITIES**

No substantial part of the activities of this corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, nor shall this corporation participate in, or intervene in, any political campaign or candidacy for public office.

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**ARTICLE V: REGISTERED OFFICE AND AGENT**  
**INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the initial registered agent is:

Patrick Campbell  
13640 NW 19<sup>th</sup> Avenue, Suite 19, Opa-Locka, FL 33054  
305-310-9296

Having been named as the registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

The Corporation's registered office shall be:  
13640 NW 19<sup>th</sup> Avenue, Suite 19, Opa-Locka, FL 33054

Patrick Campbell shall be the registered agent of the Corporation at that address.

*Patrick R. Campbell*

PATRICK CAMPBELL - REGISTERED AGENT / Incorporator

2011 NOV -7 PM 2:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

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**ARTICLE VI**

The name and address of the incorporators are:

NAME	ADDRESS	PHONE NUMBER
PATRICK CAMPBELL	13640 NW 19 <sup>th</sup> Avenue, Suite 19 Opa-Locka, FL 33054	305-310-9296

**ARTICLE VII: BOARD OF DIRECTORS**

The Board of Directors shall consist of five (5) persons. The number may be increased or decreased from time to time by an amendment to the Corporation By-Laws. However, there shall never be less than three (3) persons on the Board of Directors. All members of the Board of Directors shall be selected as provided for in the Corporation By-Laws. No member of the Board of Directors will be entitled to or shall receive any compensation for participation on the board. Board members will be required to agree to all Conflict of Interest guidelines established by the corporation and noted in the By-laws.

The Board of Directors consists of:

Patrick Campbell – President  
13640 NW 19<sup>th</sup> Avenue, Suite 19, Opa-Locka, FL 33054

Earline Campbell – Treasurer  
13640 NW 19<sup>th</sup> Avenue, Suite 19, Opa-Locka, FL 33054

Marilyn Charles – Secretary  
4129 NW 181<sup>st</sup> Terrace  
Miami Gardens, Florida, 33055

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**ARTICLE VIII**

The effective date of the corporation shall be : August 29, 2011

**ARTICLE IX: OFFICERS**

The officers of the Corporation shall be a President, Vice President, Secretary, Treasurer, Public Relations Officer and such other officers as may be provided by the By-Laws. No member of the Board of Directors will be entitled to or shall receive any compensation for participation on the board. Board members will be required to agree to all Conflict of Interest guidelines established by the corporation and noted in the By-Laws.

**ARTICLE X: AMENDMENTS**

These Articles of Incorporation may be amended at any regular or special meeting of the Board of Directors by a majority vote of those present, provided that notice of the intent to submit amendments shall have been given as provided by the By-Laws.

**ARTICLE XI: DISTRIBUTION OF ASSETS UPON DISSOLUTION**

The property of the Corporation is irrevocably dedicated to charitable and educational purposes and no part of the net income or assets of the Corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon dissolution or winding up of the Corporation its assets remaining after payment or provision for payment of all debts and liabilities of the Corporation shall be distributed to a not-for-profit fund, foundation or corporation which is organized and operated exclusively for charitable and educational purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

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**ARTICLE XII: CONFLICT OF INTEREST**

1. No member of the Board of Directors shall derive any personal profit or gain for themselves, their relatives or friends, directly or indirectly by reason of his or her participation within the corporation, except by agreed to by three quarters of the board vote.
2. Each member must disclose any personal interest that he or she may have in any matter pending before the board and shall refrain from any discussion on that matter. A conflicting board member will not be counted in quorum in matters where there is a conflict of interest.
3. Each board member must submit an annual statement must agree to these general principles and disclose any potential conflict.

**ARTICLE XIII: MEMBERSHIP**

The corporation shall be non-membership.