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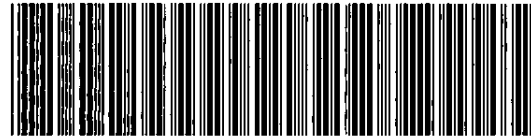
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
AND
FILED

VH

GRAY ROBINSON
ATTORNEYS AT LAW

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305-416-6880

TERRANCE.ANDERSON@GRAY-ROBINSON.COM

October 11, 2011

VIA US MAIL

Gina McLeod, Regulatory Specialist II
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

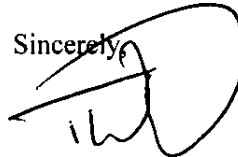
Re: Overtown Rhythm & Arts Festival, LLC

Dear Ms. McLeod:

Pursuant to our telephone conversation, enclosed herewith please find Articles of Dissolution for the entity Overtown Rhythm & Arts Festival, LLC and Articles of Incorporation for the new, non-profit entity, Overtown Rhythm & Arts Festival, Inc, together with a check for \$60.00. The check, combined with my previous check should cover the fees associated with dissolution of the LLC (\$25.00) plus the fees for creating the Inc. I have also enclosed a copy of your previous letter to me for your ease of reference.

Please contact me with any questions you may have.

Sincerely,



Terrance W. Anderson, Jr.

RECEIVED
11 OCT 26 AM 10:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 28, 2011

TERRANCE W. ANDERSON, JR., ESQ.
GRAY ROBINSON, P.A.
1221 BRICKELL AVENUE, SUITE 1600
MIAMI, FL 33131

SUBJECT: OVERTOWN RHYTHM & ARTS FESTIVAL, INC.
Ref. Number: W11000055285

We have received your document for OVERTOWN RHYTHM & ARTS FESTIVAL, INC. and your check(s) totaling \$95.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with an affidavit or letter stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The effective date is not acceptable since it is not within five working days of the date of receipt.

If your business entity does not intend to transact business until January 1st of the upcoming calendar year, you may wish to revise your document to include an effective date of January 1st. If you do not list an effective date of January 1st, your business entity will become effective this calendar year and it will be required to file an annual report and pay the required annual report fee for the upcoming calendar year this coming January, which is merely weeks away. By listing an effective date of January 1st, the entity's existence will not begin until January 1st of the upcoming year and will, therefore, postpone the entity's requirement to file an annual report and pay the required annual report filing fee until the following calendar year.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6962.

Valerie Herring
Regulatory Specialist II
New Filing Section

Letter Number: 111A00024661

APPROVED
AND
FILED

ARTICLES OF INCORPORATION 11 OCT 26 PM 5:14
OF
OVERTOWN RHYTHM & ARTS FESTIVAL, INC. SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being of legal age and competent to contract, for the purpose of organizing a not for profit corporation pursuant to the laws of the State of Florida, hereby adopts the following Articles of Incorporation, and hereby agrees and certifies as follows:

ARTICLE I
NAME

The name of this Corporation shall be OVERTOWN RHYTHM & ARTS FESTIVAL, INC. (the "Corporation").

ARTICLE II
PRINCIPAL OFFICE

The address of the principal office and the mailing address of the Corporation shall be 1221 Brickell Avenue, Suite 1600, Miami, Florida 33131.

ARTICLE III
COMMENCEMENT OF CORPORATE EXISTENCE

This Corporation shall commence corporate existence on ~~September 1, 2011~~ and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE IV
PURPOSE

The general purpose of this Corporation shall be to operate exclusively for charitable, religious, educational, scientific, or literary purposes, and in furtherance of such goals is authorized to do any and all activities which it is empowered to do under these Articles provided, however, that nothing herein shall be construed as allowing any activities which would jeopardize the Corporation's tax-exempt status or otherwise be inconsistent with its classification as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or replaced from time to time (the "Code") and its regulations as they now exist or may hereafter be amended, or as a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

The specific purposes for which the Corporation is formed are as follows:

(a) To join forces with local Overtown community stakeholders to create the Overtown Rhythm & Arts Festival, a free one-day open-street festival celebrating Overtown's rich history and culture.

(b) To produce a Festival featuring music, art, local vendors, and food as a means of highlighting Overtown's local artistic and business community, thereby serving as an economic engine for the area and a source of pride for its residents.

(c) The Corporation is not organized for profit, and the property of this Corporation is irrevocably dedicated to the purposes of this Corporation as set forth in this Article IV of these Articles, and no part of the net income or assets of this Corporation shall ever inure to the benefit of any member, director or officer, or to the benefit of any private individual, person, firm or corporation.

This Corporation shall have all of the powers enumerated in the Florida Not For Profit Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law; provided, however, that the Corporation will not carry on any activities not permitted to be carried on by (1) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (26 U.S.C. §501(c)(3)) or under any corresponding provision of any future United States Internal Revenue Law, or (2) a corporation contributions to which are deductible under 170(c)(2) of the Internal Revenue Code of 1986 (26 U.S.C. §170(c)(2)) or any corresponding provision of any future United States Internal Revenue Law.

ARTICLE V **GENERAL POWERS**

This Corporation shall have all of the powers enumerated for corporations in the Florida Not-For-Profit Corporation Act, as it now exists and as hereafter amended, and all such other powers as are permitted by applicable law, including, without limitation and only by illustration, the following powers unless later restricted by applicable law:

- (a) To have succession by its corporate name for the duration of its existence.
- (b) To sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.
- (c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced provided; however, such seal shall always contain the words "corporation not for profit."
- (d) To purchase, take, receive, lease, take by gift, devise or bequest or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (e) To sell, convey, mortgage, pledge, create security interests in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- (f) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(g) To make donations for the public welfare or for religious, charitable, scientific, educational, or other similar purposes.

(h) To increase, by a vote of its members cast as the bylaws may direct, the number of its directors, so that the number shall not be less than three but may be any number in excess thereof.

(i) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise sell and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(j) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as it may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(k) To conduct its affairs, carry on its operations, and have offices and exercise the powers granted by the Florida Not-For-Profit Corporation Act in any state, territory, district, or possession of the United States or any foreign country.

(l) To elect or appoint officers and agents and define their duties and allow them reasonable compensation.

(m) To adopt, change, amend and repeal bylaws, not inconsistent with these Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of its affairs and the exercise of its powers.

(n) To have and exercise all powers necessary or convenient to effect its purpose.

(o) To merge and consolidate with other corporations both for profit and not for profit, domestic and foreign, provided that the surviving corporation is a corporation not for profit.

ARTICLE VI

PROHIBITED ACTIVITIES

The Corporation shall not allow any part of the net earnings of the Corporation to inure to the benefit of or be distributable to any private person, member, director or officer of the Corporation (except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article V hereinabove), nor shall any member, director or officer of the Corporation, or any private individual, be entitled to share in the distribution of any of the Corporation's assets on dissolution of the Corporation, nor shall a substantial part of the

activities of the Corporation be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene (including the publication and distribution of statements) in the political campaign on behalf of or in opposition to any candidate for public office. Provided, further, that if at any time the Corporation is deemed to be a Private Foundation as defined by Section 509 of the Code, then for so long as the Corporation is deemed a Private Foundation, the following provisions shall also be applicable:

1. The Corporation shall not engage in any act of "self-dealing" as defined in Section 4941(d) of the Code.
2. The Corporation shall not retain any "excess business holdings" as defined in Section 4943(c) of the Code, which would give rise to any liability for the tax imposed by Section 4943(a) of the Code.
3. The Corporation shall not make any investments which would jeopardize the carrying out of any of its exempt purposes or in such manner as to subject it to tax under Section 4944 of the Code.
4. The Corporation shall not make any "taxable expenditures" as defined in Section 4945(d) of the Code, which would give rise to any liability for the tax imposed by Section 4945(a) of the Code.
5. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942(a) of the Code.

ARTICLE VII **DISTRIBUTION UPON DISSOLUTION**

Upon the dissolution, the winding up of the affairs of the Corporation and the liquidation, the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively, as said court shall determine, for such purposes or to such organization or organizations which are organized and operated exclusively for such purposes.

ARTICLE VIII **MEMBERSHIP**

This Corporation shall not have members.

ARTICLE IX
INITIAL REGISTERED OFFICE AND AGENT

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

Terrance W. Anderson, Jr., Esq.
GrayRobinson, P.A.
1221 Brickell Avenue, Suite 1600
Miami, Florida 33131

The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation.

ARTICLE X
INITIAL BOARD OF DIRECTORS

This Corporation shall have twelve (12) directors initially. The directors shall be elected and their number either increased or diminished from time to time as provided in the Bylaws. The names and street addresses of the initial directors of this Corporation are:

Terrance W. Anderson, Jr.
1221 Brickell Avenue, Suite 1600
Miami, Florida 33131

Maria Rios
201 Alhambra Circle, Suite 1400
Coral Gables, Florida 33134

William Fuller
2600 Calle Ocho
Miami, Florida 33135

Jorge Cepero
4651 Sheridan Street, Suite 480
Hollywood, Florida 33021

Japhet Cintron
901 NW 30th Court
Miami, Florida 33125

Michael Castro
801 Brickell Avenue, Suite 1050
Miami, Florida 33131

Alvaro Niebles
2401 Ponce de Leon Boulevard
Coral Gables, Florida 33134

Helena Poleo
1623 SW 23rd Street
Miami, Florida 33145

Stefanie Fernandez
2290 West 8 Avenue
Hialeah, Florida 33010

Jonathan Ross
701 NW 62nd Avenue, Suite 720
Miami, Florida 33126

Sarah Ingle
200 South Biscayne Boulevard, Suite 2929
Miami, Florida 33131

Mario J. Bailey
2700 N. Miami Avenue, Apt 211
Miami, Florida 33127

Directors may be removed with or without cause.

ARTICLE XI
INCORPORATOR

The name and street address of the person signing these Articles as incorporator is:

Terrance W. Anderson, Jr., Esq.
GrayRobinson, P.A.
1221 Brickell Avenue, Suite 1600
Miami, Florida 33131

ARTICLE XII
BYLAWS

Except as otherwise provided by law, the power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors.

ARTICLE XIII
INDEMNIFICATION

The Corporation shall indemnify and hold harmless all its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such to the fullest extent permitted under applicable law.

ARTICLE XIV
AMENDMENT

These Articles of Incorporation may be amended at any time by a resolution adopted by a vote of a sixty percent (60%) the directors.

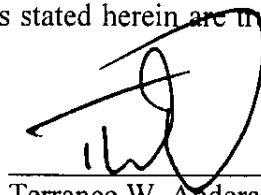
ARTICLE XV
HEADINGS AND CAPTIONS

The headings or captions of these various Articles are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various Articles shall not be influenced by any of said headings or captions.

References to "the Code" herein shall mean the Internal Revenue Code of 1986, as amended from time to time, or the corresponding section of any future United States Internal Revenue Law in effect at any time.

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a not-for-profit corporation pursuant to the laws of the State of Florida, to do business both within and without the State of Florida, hereby makes and files these Articles of

Incorporation declaring and certifying that the facts stated herein are true, and hereunto sets his hand this 11 day of October, 2011.

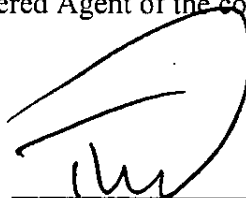


Terrance W. Anderson, Jr.

ACCEPTANCE OF APPOINTMENT
BY INITIAL REGISTERED AGENT

THE UNDERSIGNED, an individual resident of the State of Florida, having been named in the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 617.0501, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the corporation.

DATED, this 11 day of October, 2011.



Terrance W. Anderson, Jr.

11 OCT 26 PM 5:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED