

N11000010887
 Florida Department of State
 Division of Corporations
 Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H16000257359 3)))



H160002573593ABC5

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
 Fax Number : (850) 617-6380

From:

Account Name : CORP USA
 Account Number : 072450003255
 Phone : (305) 634-3694
 Fax Number : (305) 633-9696

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
 ANTIHEROES PROJECT INC.**

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	\$35.00

17146

Electronic Filing Menu

Corporate Filing Menu

Help

OCT 19 2016

C LEWIS

H160002573593ABC5

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 617-6380

From: Account Name : CORP USA
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
ANTIHEROES PROJECT INC.**

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	\$35.00

17144

Electronic Filing Menu

Corporate Filing Menu

Help

H16000257359

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

2016 OCT 18 AM 11:17

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

**ANTIHEROES PROJECT, INC.
N11000010887
A FLORIDA CORPORATION NOT FOR PROFIT**

Pursuant to the provisions of F.S. 617.1007, of the Corporations not for profit law of the State of Florida, Chapter 617, the undersigned not-for-profit corporation hereby amends and restates its Articles of Incorporation. The Amended and Restated Articles of Incorporation were unanimously adopted by the Board of Directors of the Corporation on ^{OCT} 15, 2016.

ARTICLE I

NAME

The name of the Corporation is Antiheroes Project Inc.

ARTICLE II

ENABLING LAW

The Corporation is organized pursuant to the Corporations not for profit law of the State of Florida, set forth in Chapter 617 of the Florida Statutes.

ARTICLE III

PURPOSES

I. The specific and primary purpose for which the Corporation is formed is:

- (a) To support and include diverse minority groups, students and individuals in the South Florida community, bringing together performing artists, both with and without disabilities, utilizing contemporary performing arts productions, education and workshops in

order to further the discourse and interaction within our community; and

(b) to operate exclusively in any other manner for such purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, including private foundations and private operating foundations.

2. The Corporation shall have and exercise all rights and powers conferred upon corporations under the laws of the State of Florida; provided, however, that the Corporation is not empowered to engage in any activity that in itself is not in furtherance of its purposes as set forth in subparagraphs 1. (a) and (b) of this Article.

ARTICLE IV

TERM

The Corporation shall have a perpetual existence.

ARTICLE V

INCORPORATOR

The name and address of the incorporator of these Amended and Restated Articles of Incorporation is Jose Dominguez, 1251 N.W. 20th Street, Apt. #813, Miami, FL 33142.

ARTICLE VI

MEMBERSHIP AND MANAGEMENT OF THE CORPORATION

- (a) The Corporation shall have no members.
- (b) The authority for all affairs of the Corporation shall be in a Board of Directors consisting of at least three (3) directors who shall have and may exercise all the powers of the

Corporation as permitted by federal law, state law, these Articles of Incorporation, and the Bylaws of the Corporation as from time to time in effect. The members of the Board of Directors shall be elected or appointed pursuant to the method set forth in the Bylaws of the Corporation.

The Board of Directors and their names and addresses are as follows:

Jose Dominguez, 1251 N.W. 20th Street, Apt. #813, Miami, FL 33142

Maria Franco, 1251 N.W. 20th Street, Apt. #813, Miami, FL 33142

Alejandro E. Negron, 6202 N.W. 115 Place, Unit 331, Doral, FL 33178

Ivette Kellems, 3529 SW 26th Street, Miami, FL 33133

Eddy Diaz Souza, 14963 SW 75th Terrace, Miami, FL 33193

(c) **Elective Officers.** The officers of the Corporation shall be a president, Vice President, secretary, and treasurer. Other offices and officers may be established or appointed by members of the Corporation at any meeting of the Board of Directors. The qualifications, the time and manner of electing or appointing, the duties and the terms of office, and the manner of removing officers shall be as set forth in the bylaws.

The officers are:

President:	Jose Dominguez
Vice President:	Alejandro E. Negron
Program Director:	Eddy Diaz Souza
Secretary:	Ivette Kellems
Treasurer:	Maria Franco

ARTICLE VII

PRINCIPAL OFFICE

The principal office of the Corporation is 1251 N.W. 20th Street, Apt. #813, Miami, FL 33142.

ARTICLE VIII

REGISTERED AGENT AND LOCATION OF REGISTERED OFFICE

The name and address of the Corporation's registered agent in the State of Florida is Jose Dominguez, 1251 N.W. 20th Street, Apt. #813, Miami, FL 33142.

ARTICLE IX

EARNINGS AND ACTIVITIES OF CORPORATION

(a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers or other private persons, 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 these Amended and Restated Articles of Incorporation.

(b) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or against any candidate or party for public office.

(c) Notwithstanding any other provision of these Amended and Restated Articles of Incorporation, 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, (ii) by a corporation, contributions to which are deductible under Section 1

70(c)(2) of the Internal Revenue Code or (iii) by a nonprofit corporation organized under the laws of the State of Florida.

(d) Notwithstanding any other provision of these Amended and Restated Articles of Incorporation, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the Corporation.

ARTICLE X

INDEMNIFICATION

The Corporation shall indemnify, to the fullest extent allowed by law, any person who was or is a party, or is threatened to be made a party, to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the name of the Corporation) by reason of the fact that he or she is or was a director, employee, officer or agent of the Corporation.

ARTICLE XI

BYLAWS

Bylaws have been adopted at the first meeting of the Board of Directors. Such bylaws may be amended or repealed, in whole or in part, by the Board of Directors in the manner provided therein. Any amendments to the bylaws shall be binding on the Corporation.

ARTICLE XII

AMENDMENT OF ARTICLES

Amendments to these Amended and Restated Articles of Incorporation may be made by a resolution adopted by the Board of Directors.

FILED
CLERK OF DISTRICT COURT
JUDICIAL CIRCUIT IN AND FOR
THE NINTH JUDICIAL CIRCUIT

2016 OCT 18 AM 11:17

ARTICLE XIII

DISSOLUTION

The Corporation shall be dissolved and its affairs wound up by a two-thirds vote of the Board of Directors. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purpose of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as such Court shall determine, which are organized and operated exclusively for such purposes.

The undersigned constituting the President of the Corporation, for the purpose of amending and restating the Articles of Incorporation of the Corporation not for profit under the laws of the State of Florida, has executed these Amended and Restated Articles of Incorporation this 5 day of Oct, 2016.

Jose Domínguez
President

Filed By:
Stewart A. Merkin, Esq.
174 NE 96th St.
Miami, Florida 33138
Fla. Bar No. 153444