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FLORIDA PROFIT/NON PROFIT CORPORATION INTERNATIONAL ASSOCIATION OF ASTRO-ART, INC

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February 3, 2012

FLORIDA DEPARTMENT OF STATE
Division of Corporations

LAZARUS

SUBJECT: INTERNATIONAL ASSOCIATION OF ASTRO-ART, INC.
REF: W12000006610

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You must list at least one incorporator with a complete business street address.

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Tim Burch
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ARTICLES OF INCORPORATION

**INTERNATIONAL ASSOCIATION OF ASTRO- ART, INC.
A NON -PROFIT CORPORATION**

We, the undersigned, acting as incorporators of a Corporation pursuant to Chapters to 617, Part I, of the Florida Statutes, adopt the following articles of Incorporation of such corporation:

ARTICLE I -NAME.

The name of this corporation shall be

INTERNATIONAL ASSOCIATION OF ASTRO- ART, INC

Hereafter referred to as the "Corporation"

ARTICLE II-DURATION

This corporation shall have perpetual existence.

ARTICLE III- CORPORATE PURPOSE

The purposes for which the corporation is organized are:

- a. To promote awareness about Art related to Astronomy.
- b. To educate the general public about Astro-Art.
- c. To promote the virtues of Astro-Art.
- d. To promote and encourage the work of Astro-Art.
- e. To provide technical support to Astro- Art entering the international Art Market.
- f. To promote exposure of Astro Art and its Artists at the local, national and international levels.
- g. To promote the association and sharing of and experiences and ideas among national and international Astro-Art.
- h. To assist Astro- Art to promote Astro-Art and to exchange techniques, experiences and ideas among Astro-Art, locally, nationally and internationally.
- i. To investigate the relation among Astronomy and Art
- j. To develop activities and obtain resources to promote Astro-Art

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k. The purposes for which the INTERNATIONAL ASSOCIATION OF ASTRO-ART, INC, is organized are exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making or distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

m. Notwithstanding any provision of these articles, this organization, shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes whiting the meaning of section 501 (c) (3) of the Internal Revenue Code of 1986 , or corresponding section of any future Federal tax code, or shall be distributed to the federal, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by Court of competent jurisdiction, in the country in which the principal office of the organization is then located, exclusively for such purposes.

ARTICLE IV-MEMBERSHIP

Any natural person or legal entity interested in the objectives of the Corporation shall be eligible for membership as provided in the by laws.

Categories of membership, admission procedures, dues, and other benefits or requirements shall be prescribed and clearly defined in the bylaws and shall include, but by no means be restricted:

- a. General or voting members who are natural persons or legal entities; and
- b. Affiliated associations of regional group memberships;
- c. Special memberships as May from time to time be considered appropriate; and
- d. Natural person, legal entities, affiliated associations and other categories of memberships shall be entitled to vote on elective issues based on equitable formulas prescribed and defined in the Directors' Rules.

ARTICLE V-BOARD OF DIRECTORS.

The elections of the directors shall be in the laws.

The number of directors which shall constitute the whole Board shall be five (5), or such as from time shall be fixed bylaws, but in no event shall be less than three (3).

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The names and addresses of the persons who are to serve as initial directors of the Corporation are as follows:

Victoria Saenz-Laguna 20 Sidonia ave # 4 Coral Gables Florida 33134

Raul F Pino 2440 Coral Way, Miami Florida 33145

Matt Sparling 7020 Leopardu Way #.305, Knoxville, TN 37918.

ARTICLE VI-OFFICERS

The initial officers of the corporation shall be:

Victoria Saenz-Laguna -President and Treasurer

Matt Sparling - Vice-President and Executive Director

Raul F Pino - Secretary

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ARTICLE VII-INITIAL REGISTER OFFICE AND REGISTERED AGENT.

The street address of the initial registered office of this corporation shall be:

20 Sidonia Ave #4 Coral Gables Florida 33134

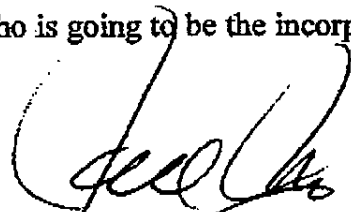
Principal address is same as registered.

The initial registered agent of this Corporation shall be:

Victoria Saenz-Laguna who shall accept service of process within this State, at such address and shall serve in such capacity until this successor is selected and duly designate.

ARTICLE VIII-INCORPORATOR

The names and addresses of the person who is going to be the incorporator of this corporation is a follows:



Raul F. Pino.
2440 CORAL WAY
Miami FL 33145

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ARTICLE IX-GENERAL

All income and assets of the Corporation, above necessary expenses, shall be administered solely and exclusively for the corporate purposes consistent with these Articles which are selected by the board of Directors.

This Corporation shall have no capital stock and pay no dividends to its incorporators, directors, officers or members, in addition, no part of the income of the Corporation shall be distributed to its members, directors, officers or incorporated; provided that the Corporation may pay compensation in a reasonable amount to its members, directors, officers and employees for services rendered and may confer benefit upon its members in conformity with its purposes.

ARTICLE X- NO PECUNIARY GAIN

This Corporation shall not, incidentally or otherwise, afford or pay any pecuniary gain or remuneration to its members, directors, or officers as such, and no part of the net income or net earnings of the Corporation shall, directly or indirectly, be distributable to or to otherwise inure to the benefit of any member, director, or officer of, or any other person having a personal and private interest in the activities of the Corporation; provided, however, that the Corporation may pay reasonable compensation for services rendered and property and supplies furniture to the Corporation in the furtherance of its purposes described in Article II hereof.

ARTICLE XI- NO PERSONAL LIABILITY

Members, directors, and officers of the Corporation shall not be personally liable for the payment of any debts or obligations of the Corporation of any nature whatsoever, nor shall any of the property of the members, directors, and officers be subject to the payment of the debts or obligations of the corporation to any extend whatsoever.

ARTICLE XII- DISSOLUTION OF CORPORATION

The board of Directors may dissolve this Corporation with the prior approval of two-thirds (2/3) majority vote of the general voting membership; provided that notice of purpose for the meeting has been

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furnished in writing to each voting member of the Corporation at least ten (10) days prior to the meeting where the vote for dissolution shall take place.

EXECUTION BY THE INCORPORATORS.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals on the foregoing Articles of Incorporation of the **INTERNATIONAL ASSOCIATION ASTRO-ART, INC.,** as incorporators hereof,

This 11 day February 2012




Raul F Pino

ACKNOWLEDGMENT OF ONE INCORPORATOR

IN WITNESS WHEREOF, Raul F. Pino, the incorporator hereof, has hereunto set and seal hereon and acknowledges and files in the office of the secretary of State of Florida, the foregoing of Incorporation, this 1 day of February 2012

I accept my position as registered agent


Raul F. Pino, Secretary
Incorporator

STATE OF FLORIDA
COUNTY OF MIAMI- DADE

BEFORE ME, personally appeared Raul F. Pino to me well know, and to

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me to the person described in, and who took an oath and executed the foregoing instrument and acknowledged to and before me that he executed the said instrument for purposes therein expressed.

WITNESS my hand and official seal, this 1 day of February 2012



NOTARY PUBLIC
State of Florida at Large
My Commission Expires:

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