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W12000047147



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DIVISION OF CORPORATIONS
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10/24/12

MERCEDES LOPEZ-CISNEROS, P.A.

Attorney at Law

Florida & New Jersey State Bar

8700 W. Flagler Street, Suite 390
Miami, Florida 33174
Phone: (305) 480-1234
Fax: (305) 480-1997

email: lopezcisnero2003@yahoo.com

Secretary of State

Division of Corporations

P.O.Box 6327

Tallahassee, Florida 32314

Re: Miami Arts & Entertainment Council, Inc.

Dear Sir/Madam:

Pursuant to your instructions of October 11, 2012, enclosed please find original and one copy of Articles of Incorporation in the above matter.

Very truly yours,



Mercedes Lopez Cisneros

12 OCT 23 PM 4: 22

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CORPORATIONS

12 OCT 23 AM 10: 30

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MERCEDES LOPEZ-CISNEROS, P.A.

Attorney at Law

Florida & New Jersey State Bar

8700 W. Flagler Street, Suite 390
Miami, Florida 33174
Phone: (305) 480-1234
Fax: (305) 480-1997

email: lopezcisnero2003@yahoo.com

September 7, 2012

Department of State
Division of Corporation
P.O Box 6327
Tallahassee, FL 32314

Re: Miami Arts & Entertainment Council, Inc

Dear Sir/Madam:

Enclosed please find the following documents:

- 1- Articles of Incorporation of Miami Arts & Entertainment Council, Inc.
- 2- Check in the sum of \$ 87.50 to cover your costs of:
 - Filing Fee
 - Designation of Registered Agent
 - Certified copy
 - Certificate of status
- 3- Self- addressed stamped envelope.

Very truly yours,


Mercedes Lopez Cisneros

MLC/dm

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 OCT 23 PM 4: 22



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 11, 2012

MERCEDES LOPEZ-CISNEROS, P.A.
8700 W. FLAGLER STREET
SUITE 390
MIAMI, FL 33174

SUBJECT: MIAMI ARTS & ENTERTAINMENT COUNCIL, INC.
Ref. Number: W12000047147

We have received your document for MIAMI ARTS & ENTERTAINMENT COUNCIL, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

Page 5 is missing from the Articles of Incorporation.

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) 245-6052.

Claretha Golden
Regulatory Specialist II
New Filing Section

Letter Number: 212A00025204

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DIVISION OF CORPORATIONS
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FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 26, 2012

MERCEDES LOPEZ-CISNEROS, P.A.
8700 W. FLAGLER STREET
SUITE 390
MIAMI, FL 33174

SUBJECT: MIAMI ARTS & ENTERTAINMENT COUNCIL, INC.
Ref. Number: W12000047147

We have received your document for MIAMI ARTS & ENTERTAINMENT COUNCIL, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

The Florida Statutes require an entity to designate a street address for its principal office address. A post office box is not acceptable for the principal office address. The entity may, however, designate a separate mailing address. The mailing address may be a post office box.

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) 245-6052.

Claretha Golden
Regulatory Specialist II
New Filing Section

Letter Number: 012A00024077

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 12, 2012

MERCEDES LOPEZ-CISNEROS, P.A.
8700 W. FLAGLER STREET
SUITE 390
MIAMI, FL 33174

SUBJECT: MIAMI ARTS & ENTERTAINMENT COUNCIL, INC.
Ref. Number: W12000047147

We have received your document for MIAMI ARTS & ENTERTAINMENT COUNCIL, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The Florida Statutes require an entity to designate a street address for its principal office address. A post office box is not acceptable for the principal office address. The entity may, however, designate a separate mailing address. The mailing address may be a post office box.

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) 245-6052.

Claretha Golden
Regulatory Specialist II
New Filing Section

Letter Number: 212A00023017

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DIVISION OF CORPORATIONS

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**ARTICLES OF INCORPORATION
OF
MIAMI ARTS & ENTERTAINMENT COUNCIL, INC.**

We, the undersigned, hereby make, subscribe, acknowledge and file with the Secretary of State of Florida these Articles of Incorporation for the purpose of forming a not for profit corporation in accordance with the laws of the State of Florida.

**ARTICLE I
NAME/ADDRESS**

The name of the corporation shall be: Miami Arts & Entertainment Council, Inc.

The initial street address in this State of the principal office of the corporation shall be:

City of Miami, Office of Film Director, 444 SW 2nd Avenue, Miami, FL 33133.

or such other address within the City of Miami, Florida as the City of Miami Commission may from time to time designate.

**ARTICLE II
Existence of Corporation**

This corporation shall have perpetual existence.

**ARTICLE III
Purposes**

A. General

The general nature of the subject and purposes of this corporation is to promote, advocate and or develop educational, cultural, fine arts and entertainment events and to raise funds for such events from outside sources, which benefit the City of Miami and or its affiliations and which qualify this corporation under Section 501 (c)(3) of the Internal Revenue Code of 1986, or to benefit solely charitable or other organizations qualified under Section 501 (c)(3) of the Internal Revenue code of 1986.

B. Restrictions.

The corporation shall not engage in activities which in themselves are not in furtherance of one or more of the exempt purposes specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

C. Dissolution/Liquidation

In the event of dissolution or final liquidation of the corporation, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code or to the Federal, State or local government for exclusive public purpose.

ARTICLE IV General Powers

This corporation shall have and exercise all powers provided by the laws of the State of Florida pertaining to corporations not for profit, including, but not limited to, Chapter 617 of the Florida Statutes and future amendments thereto, or succeeding statutes pertaining to corporation not for profit in the State of Florida, necessary or convenient to effect any and all of the charitable purposes for which the corporation is organized; subject, however, to the following:

ARTICLE V

MEMBERS

The members of this corporation shall consist of those persons who join as subscribers to these articles of Incorporation and such other persons over eighteen (18) years of age, or entities, as may from time to time be elected and admitted to membership by majority vote of the Board of Directors of the corporation in accordance with the provisions of the bylaws of the corporation.

ARTICLE VI BOARD OF DIRECTORS

The affairs of the corporation shall be managed by a Board of Directors, which shall consist of not less than five (5) individuals but may be any number in excess thereof, the precise number of Board members to be fixed by the Bylaws of the corporation. The Board of Directors shall be elected annually by majority of the members of the corporation, at a duly called meeting, as provided in the bylaws.

A quorum for the transaction of business shall be a majority of the directors qualified and active and the act

of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Meetings of the directors may be held within or without the State of Florida.

Directors of this corporation may be removed, with or without cause, by the members at a meeting duly called in the manner set out in the bylaws.

ARTICLE VII

Officers

The affairs of this corporation shall also be managed by officers who shall be elected annually by majority vote of the Board of Directors and who shall report to the Board of Directors. The officers thus to be elected shall be a president, a secretary and a treasurer and such other officers as may be provided for in the bylaws of the corporation. The duties of the respective officers and the manner of filling vacancies in the offices of the corporation shall be provided in the bylaws.

ARTICLE VIII

DIRECTORS

The name and addresses of the members of the first Board of Directors who, subject to these Articles, the bylaws of this corporation and the laws of the State of Florida, shall hold office for the first year of the existence of this corporation or until an election is held by the members for the election of permanent directors or until their successors have been duly elected and qualified are as follows:

NAME	Address
Mercedes Lopez Cisneros	8700 West Flagler St., Suite 390, Miami, Fl. 33174
Maria Antonia Napoles	141 Crandon Blvd, apt.340, Key Biscayne, Fl. 33149
Othon Castaneda	3034 Oak Ave., apt. #20, Miami, Fl.33133
Marvin Weeks	4256 NW 7 th Ave., Miami, Fl. 33127
Eduardo Cantera	6568 SW 39 th Terr., Miami, Fl. 33155
Howard Miller	3009 Quayside Land, Miami, Fl.33138
Marie Vickles	910 Baydrive #23, Miami, Fl. 33141

ARTICLE IX

Indemnification by court order

No director, officer, employee, or agent of the corporation who is or was a party to a proceeding may apply to the court conducting the proceeding, the circuit court, or to another court of competent jurisdiction, seeking indemnification or advancement of expenses, or both, pursuant to Section 617.0831 and 607.0850(9), Florida Statutes, without the permission by a majority vote of the disinterested directors of the Board of Directors.

ARTICLE X

Registered Office and Registered Agent

The street address of the corporation's initial registered office is 444 S.W. 2nd Avenue, Suite 945, Miami, Florida 33130, Attention: Julie O. Bru, City of Miami Attorney and the name of the initial registered agent at such address is Julie O. Bru. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes.

ARTICLE XI

INCORPORATORS

The names and addresses of each incorporator of these Articles of Incorporation are as follows:

NAME	ADDRESS
Julie O. Bru, City of Miami Attorney,	444 S.W. 2 nd Ave., Suite 945 Miami, FL 33130

ARTICLE XII

Bylaws

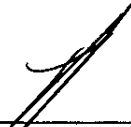
The Bylaws of the corporation may be altered, amended, added to or rescinded by the Board of Directors at any annual or special meeting thereof.

ARTICLE XI
AMENDMENT OF ARTICLES OF INCORPORATION

These Articles may be amended by resolution adopted by the majority vote of the members of the corporation present at any meeting duly called and convened; provided, however, that notice of the proposed action with respect to the Articles of Incorporation shall have been waived by a majority of the members of the corporation or ten (10) days' advance notice of the amendment or amendments to be considered at such meeting shall have been given in writing personally or by mail to each member of the corporation prior to such meeting. All actions, including, but not limited to, Amendment of Articles of Incorporation, required to be taken at any

meeting may be taken by written consents as provided in Florida Statutes, as now amended, or as same may be amended in the future.

IN WITNESS WHEREOF, the undersigned, as subscribing incorporator, have hereunto set our hands and seals this ~~4th~~^{24th} day of ~~June~~^{September}, 2012, for the purpose of forming this corporation under the laws of the State of Florida, and hereby make and file, in the office of the secretary of the State of Florida, these Articles of Incorporation and certify that the facts herein stated are true.


_____(SEAL
Julie O. Bru, Incorporator*

*See also attached list of subscribers to these articles of Incorporation on Attachment A

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

12 OCT 23 PM 4: 22

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN FLORIDA, NAMING AGENT UPON PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST THAT:

MIAMI ARTS & ENTERTAINMENT COUNCIL, INC.

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH
ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF MIAMI, STATE OF FLORIDA, HAS NAMED:

Julie Bru, City of Miami attorney,

LOCATED AT: 444 S.W 2nd Ave., Suite 945, of the City of Miami, County of Miami-Dade, State of Florida,

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THIS STATE for the above stated
corporation, at the place designated in this certificate, thereby agree to act in this capacity, and I further
agree to comply with the provisions of all statutes relative to the proper and complete performance of my
duties.

By


Julie O. Bru

Dated: September 4, 2012

ATTACHMENT A

The undersigned hereby subscribe to the Articles of Incorporation of Miami Arts & Entertainment Council, Inc., this 10 day of JUNE, 2012.

MERCEDES LOPEZ CISNEROS



8700 W. Flagler ST., Suite 390, MIAMI, FL 33144

OTHON CASTANEDA



June 16, 2012.

OTHON CASTANEDA
3034 OAK AVENUE, APT 20
COCONUT GROVE, FL 33133.

MARIA ANTONIA NAPOLES



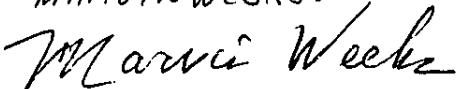
141 Crandon Blvd. #340
K. Biscayne, FL 33149

MARIE VICKLES



910 Baydrive #23 Miami, FL 33141

MARVIN WEEKS:



4256 NW 7th Ave, 33127

HOWARD R. MILLER



3009 Quayside Lane
MIAMI, FLA. 33138

EDUARDO CANTEA



6568 SW 39th Terr
miami FL 33155