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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

NEBRADA FOUNDATION, INC.

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 1/1, 2014. The Corporation has no members.

ARTICLE I

NAME

The name of the Corporation is **NEBRADA FOUNDATION, 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

1. The specific and primary purposes for which the Corporation is organized is:
 - (a) For the purpose of overseeing the licensing and production of the ballet works of Vicente Nebrada (1930-2002), a Venezuelan dancer and choreographer, in order to support

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young dancers, dance productions and dance organizations as well as all types of artists and to create in his name an annual choreographic award in sponsorship of young aspiring dancers and artists; 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; and

(c) In general, to exercise such other powers which now are or which hereafter may be conferred by law upon the Corporation organized for the purposes hereinabove set forth or necessary or incidental to the powers as conferred or conducive to the attainment of the purposes of the Corporation, subject to such limitations as are or may be prescribed by law.

2. Notwithstanding anything herein to the contrary, the Corporation may exercise any and all, but no other, powers are in furtherance of the exempt purposes of organizations set forth in Code Sections 501(c)(3); 2055(a) and 170(c) (or any corresponding provisions of succeeding law) and the Treasury Regulations thereunder as the same now exist, or as they may be hereafter amended from time to time.

ARTICLE IV

TERM

The Corporation shall have a perpetual existence.

ARTICLE V

INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Yanis Pikieris, 14761 SW 84th Ct, Miami, FL 33158

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 first Board of Directors shall be three (3) in number, and their names and addresses being as follows:

- (i) Zane T. Wilson, 165 W. 66th St. Apt. 8Y, New York, NY 10023
- (ii) Yanis Pikieris, 14761 SW 84th Ct, Miami, FL 33158
- (iii) Marielena Mencia, 14761 SW 84th Ct. Miami, FL 33158

(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 who are to serve until the first election of officers under these Articles of Incorporation are:

President: Zane T. Wilson
Vice President: Yanis Pikieris
Secretary: Marielena Mencia
Treasurer: Marielena Mencia

ARTICLE VII

PRINCIPAL OFFICE

The principal office of the Corporation is 9210 SW 158th Lane, Miami, FL 33157.

ARTICLE VIII

REGISTERED AGENT AND LOCATION OF REGISTERED OFFICE

The name and address of the Corporation's initial registered agent in the State of Florida is
Yanis Pikieris, 14761 SW 84th Ct, Miami, FL 33158.

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 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 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 170(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 Articles, 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 will be hereinafter 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 Articles of Incorporation may be made by a resolution adopted by

the Board of Directors.

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 Articles of Incorporation this 1 day of JAN, 2014.

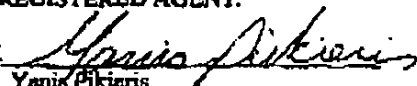

Yanis Pikiaris, Vice President

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED AS 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 OF 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.

DATE: 4/1, 2014

SIGNATURE


Yanis Pikieris
Registered Agent

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

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