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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
TOWARDS REGIONAL INTEGRATION OF ARTISTIC DEVELOPMENT**

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
TOWARDS REGIONAL INTEGRATION OF ARTISTIC DEVELOPMENT CORP  
(a Florida not for profit corporation)**

FIRST: The Articles of Incorporation of TOWARDS REGIONAL INTEGRATION OF ARTISTIC DEVELOPMENT CORP were filed with the Florida Department of State on May 7, 2013 effective June 7, 2013, document number N13000004309.

SECOND: The Articles of Incorporation of TOWARDS REGIONAL INTEGRATION OF ARTISTIC DEVELOPMENT CORP are hereby amended and restated in their entirety to read as follows:

**ARTICLE I  
NAME**

The name of the corporation is TOWARDS REGIONAL INTEGRATION OF ARTISTIC DEVELOPMENT CORP. (hereinafter the "Corporation").

**ARTICLE II  
PRINCIPAL OFFICE ADDRESS AND MAILING ADDRESS**

The principal place of business of the Corporation is 6301 Collins Avenue, Apt. 2607, Miami, Florida 33141.

The mailing address of the Corporation is 1800 N. Bayshore Drive, Apt 1510, Miami, Florida 33132.

**ARTICLE III  
PURPOSE**

The Corporation is organized not for pecuniary profit, but a charitable organization intended to qualify under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code"), and no distribution of assets of the Corporation shall be made upon dissolution except to an entity which is exempt from taxation pursuant to Section 501 of the Code. In furtherance of the purposes of the Corporation, and within the foregoing restrictions, the Corporation shall have all lawful powers necessary or appropriate to such purposes, including but not limited to facilitate the development and exhibition of works of art and support artists and exhibitions for the display and appreciation of work judged to be of artistic merit supporting the promotion of cultural diversity, and all corporate powers corporations may have under the Florida Not For Profit Corporation Act, as it may be amended or replaced from time to time, or the provisions of any similar law.

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#### **ARTICLE IV BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by, and all corporate powers shall be exercised by and under the authority of a Board of Directors. The Directors will be appointed as provided in the Bylaws of the Corporation.

The names and addresses of the Directors of the Corporation are as follows:

Mariateresa Setaro  
6301 Collins Avenue, Apt. 2607  
Miami, FL 33141

Mariangela Capuzzo  
1800 N. Bayshore Drive, Apt. 1510  
Miami, FL 33132

Irene Due  
6301 Collins Avenue, Apt. 2607  
Miami, FL 33141

#### **ARTICLE V LIMITATIONS**

(1) The Corporation is organized not for profit, and no part of its income shall ever be distributed to any member, member of the Board of Directors, officer or any private individual, provided, however, that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes.

(2) The Corporation shall not, as a substantial part of the activities of the Corporation, attempt to influence legislation by propaganda, lobbying or otherwise; nor shall the Corporation participate in or intervene in (including by publication or distribution of statements or otherwise), any political campaign on behalf of or in opposition to, any candidate for public office.

(3) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on activities not permitted to be conducted or carried on (i) by an organization exempt from taxation under Section 501(c)(3) of the Code, and the related Treasury Regulations as they now exist or as they may hereafter be amended, (ii) by an organization to which contributions are deductible under Section 170 of the Code, and the related Treasury Regulations as they now exist or as may be amended, or (iii) by a not for profit corporation under the laws of the State of Florida as they now exist or may be hereafter amended.

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## ARTICLE VI DISSOLUTION

The assets and proceeds of every nature and description of the Corporation are, and shall forever be, irrevocably dedicated for a non-profit charitable organization for purposes stated in Article III hereof. In the event of liquidation or dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, dispose of all assets of the Corporation, in such proportions as the Board of Directors (or in their absence as a court of competent jurisdiction) may determine, to such organizations organized and operated exclusively for religious, scientific, educational or charitable purposes as shall qualify as an exempt organization under Code Section 501(c)(3) (or any successor legislation).

## ARTICLE VII GENERAL

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 of the Code, or any corresponding provisions of any future United States Revenue Law.

The Corporation shall not engage in any act of "self-dealing," as defined in Section 4941(d) of the Code or any corresponding provisions of any future United States revenue law.

The Corporation shall not retain any "excess business holdings," as defined in Section 4943(c) of the Code, or any corresponding provisions of any future United States revenue law.

The Corporation shall not make any investment in such manner as to subject it to tax under Section 4944 of the Code, or any corresponding provisions of any future United States revenue law.

The Corporation shall not make any "taxable expenditures," as defined in Section 4945(d) of the Code, or any corresponding provisions of any future United States revenue law.

## ARTICLE VIII REGISTERED AGENT AND REGISTERED OFFICE

The name and street address of the Corporation's registered agent are Mariangela Capuzzo, 1800 N. Bayshore Drive, Apt. 1510, Miami, FL 33132.

THIRD: These Amended and Restated Articles of Incorporation were approved by Written Consent in Lieu of a Special Meeting of the Directors of the Corporation dated as of August 29, 2013. The Corporation does not have any members.

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IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation of the Corporation as of the 29 day of August, 2013.

TOWARDS REGIONAL INTEGRATION  
OF ARTISTIC DEVELOPMENT CORP.

By: Mariateresa Setaro  
Name: MARIATERESA SETARO  
Title: DIRECTOR

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