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FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 30, 2013

DELIA ROSA KENNEDY
10211 SW 13 ST
MIAMI, FL 33174

SUBJECT: FLORIDA OPERA PRIMA INC
Ref. Number: W13000042633

We have received your document for FLORIDA OPERA PRIMA INC and your check(s) totaling \$78.70. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return 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.

Jessica A Fason
Regulatory Specialist II

Letter Number: 013A00018375



August 1, 2013

Original Filing
Division of Corporations Division of Corporations
6327 Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: NAME OF CORPORATION: FLORIDA OPERA PRIMA INC

FEDERAL EMPLOYER ID# 46-3016862

DOCUMENT NUMBER: N2013_____

Dear Staff:

The enclosed Original **Articles of Incorporation** and fee are submitted for filing it is urgent that they be posted immediately due to the fact that my clients are going to be performing for a charitable event and must have proof of their status as well as a grant opportunity with proof of filing with you.

Please return all correspondence and inquiries concerning this matter to the following:

Delia Rosa Kennedy
[Delia RKennedy@aol.com](mailto:DeliaRKennedy@aol.com)
10211 SW 13 Street
Miami, FL 33174

Enclosed is a check for the following amount: \$78.50 for the Filing Fee, Certificate of Status, and Certified Copy (Additional Copy is enclosed). For further information concerning this matter, please call Delia R Kennedy at 786-556-1397 or Email DeliaRKennedy@aol.com

Sincerely,

Delia R Kennedy, Consultant Email: DeliaRKennedy@aol.com
Florida Opera Prima Inc
786-556-1397

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ORIGINAL ARTICLES
ARTICLES OF INCORPORATION FOR
FLORIDA OPERA PRIMA INC**
A Florida not for Profit Corporation

N2013_____

Pursuant to the provisions of section 617.1006, Florida Statutes, this Florida Not For Profit Corporation adopts the original Articles of Incorporation dated August 1 2013

ARTICLE I - NAME

The name of the Corporation is: **Florida Opera Prima Inc**

ARTICLE II - PRINCIPAL PLACE OF BUSINESS

The main and principal place of business address is 500 NW 36 street Suite 302 Miami, Florida 33127

ARTICLE III - Incorporator and Registered Agent

The Incorporator and Registered Agent will be Delia Rosa Kennedy residing at 10211 SW 13 Street Miami, FL 33174

ARTICLE IV - PURPOSE

Florida Opera Prima Inc's purpose as a non-profit 501 © 3 organization is to offer, present, perform and educate focused with specialized curricula offering an intimate, exceptional learning experience in and inspiring setting with recognized artists and educators. The organizations culture uses multi-faceted programming elements from novice to advanced levels, and it extends maximum accessibility in a broad range of programs that strive to develop the individual audience artistic interests and abilities. In addition to our exceptional on-site programming, we offer a wide scope of educational opportunities for underserved communities throughout the Miami Dade County's Children and Youth and including those with special needs and those with autistic spectrum disorders. Our organization's outreach efforts are targeted at reaching underserved children and youth by bringing high quality arts education and artistic experiences to community centers, rehabilitation centers and special needs schools.

For more than two decades, **Florida Opera Prima Inc** musical interpretation of the classical operettas; especially those by Mozart, have historically proven that music creates and reflects the culture our children will draw upon as they grow into adulthood. Our children and youth may find themes in popular music that help them understand their own place in the world. Singing along with songs and playing instruments that have special meaning to them and imagining that the songwriter shares exactly the same feelings can release them briefly from their own sense of isolation, loneliness or alienation. Playing music, singing and dancing and performing gives children a better sense of where their bodies are in space, can help with motor planning, creating muscle memory and better anticipation of what comes next in other contexts.

Children with special needs may have methods of communicating or ordering words that make more sense in musical forms than everyday speech. Sometimes we are better listeners when we are not hearing a spoken word. Being heard in song even with an audience of one gives a child a better chance to express what they might not have had time to say in any other way. **Florida Opera Prima's Inc's Cultural Center is a future project whose** outreach department will fulfill our mission by hiring highly qualified art & music specialists and instructors, purchasing professional arts' supplies and providing educational and therapeutic hands-on instruction for several longstanding programs. Singers, musicians and artists who have disabilities represent the same range of diversity as their mainstream peers. As one of the **Founders for Florida Opera Prima Inc** and parents, we sang to our child while in my womb and carried her to elite community events where songs reflecting their culture and history create links between that past and our greatest hopes for their future. Including children with disabilities in mainstream music and singing programs can create an atmosphere where their mainstream peers feel welcome and comfortable expressing themselves through music rather than behavior. Those who feel more kinship with their same-age peers may develop a taste for music that their parents may have shared in their younger years.

Article V Activities

Florida Opera Prima Inc's activities will include the following in support of its mission, goals and objectives: To support the creation, development, re-staging and performance of new and existing work, To support instruction in summer camps and year-round out-of-schools time Operettas, Lyrical and all Classical Cultures of Music, To support after-school classes in classical and operatic music instruction led by professional opera singers and performers., More specifically, the study will examine the relationship between levels of the stress, and arts engagement among Elementary, Middle and High School students, To develop the lyrical and opera talents local talents of young people, To expose classical music and its history throughout all communities and statewide, To invite classical musicians, composers and collaborate in the educational components of the student experiences, To teach live coursework on opera in schools and universities locally and statewide, To create musical contests from auditions to stimulate and discover talents in those children and youth that has an interest in learning about classical music and its roots, To create Opera presentations and concerts free to the public in cultural centers throughout the communities, in parks, in plazas in historic locations in hospital and nursing homes where children and frail adult and elderly persons live, To promote the arts and lyrical music throughout the community in the form of concerts and presentations, To create and develop a school where lyrical and operatic talents can work and teach, To create a Children's Opera Program where children will learn and during yearling presentations, perform with a prima opera singer, To use lyrical music therapy (Mozart's Opera) for infants, children and youth that have developmental disabilities, come from impoverished communities, have behavioral issues at home and school, children and youth that suffer from autism and downs syndromes and other mental disorders, To collaborate to growth of the culture and diversity of music and fine arts throughout the community To strategically plan, develop, create and implement a music lyric and opera house in the area of Miami Dade County in order to satisfy the needs of the Opera lovers and aficionados as well as to give all those in our community to discover and explore the marvelous world of Operettas and the Classical World.

ARTICLE VI- POWERS

1. To exercise all such power and authority as may be necessary to carry out the purposes above-specified, the purpose of this Corporation being in essence truly religious, scientific, educational and charitable. This Corporation is organized exclusively for scientific, religious, educational, and charitable purposes as specified under section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future tax code. All the powers granted to corporations not for profit by section 617 of the Florida Status, and all other further powers that Florida Statutes may grant in the future to such corporations.
2. To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the purposes or the furtherance of any of the powers herein set forth and to the same extent as natural persons might or could do, either alone or through the agency of other corporations, organizations, foundations, institutions, governmental bodies or individuals, and to do every other act or acts, thing or things, incidental or appurtenance to or growing out of or connected with the aforesaid purposes or any part or parts thereof, and to do all things not forbidden by the laws of the United States, State of Florida, the, or any state where this Corporation is duly qualified, and with all the powers conferred upon corporations by the laws of said states.
3. All the powers granted to corporations not for profit by section 617 of the Florida Status, and all other further powers that Florida Statutes may grant in the future to such corporations.
4. To acquire, receive, purchase, take by gift, grant, devise, bequest or otherwise, real, personal, and mixed property of every kind and description, wheresoever's the same may be situated and without limit as to amount, including, without limiting the generality of the foregoing, money, lands, buildings, mortgages, shares, stocks, or to other securities of any donor; and to hold, invest, reinvest, use, mortgage, pledge, sell, lease, assign, give, exchange, transfer or otherwise, dispose of the same at pleasure.
5. To borrow money from any person, firm, or corporation and to issue notes or obligations of the corporation from time to time for any of the purposes of the Corporation and secure the same by lawful means; to enter into, make, perform and carry out contracts of any kind or nature for any of the objects or purposes of Florida Prima Opera Inc
6. To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the purposes or the furtherance of any of the powers herein set forth and to the same extent as natural persons might or could do, either alone or through the agency of other corporations, organizations, foundations, institutions, governmental bodies or individuals, and to do every other act or acts, thing or things, incidental or appurtenance to or growing out of or connected with the aforesaid purposes or any part or parts thereof, and to do all things not forbidden by the laws of the United States, State of Florida, the, or any state where this Corporation is duly qualified, and with all the powers conferred upon corporations by the laws of said states.

7. To acquire, hold, operate and dispose of any and all privileges, rights, franchises and concessions, and to buy, lease, sell, mortgage and exchange any and all real and personal property which may be necessary, advantageous or proper in the conduct of its business; to purchase equipment and supplies and to do all things necessary to carry out the purposes of Florida Prima Opera Inc
8. To receive gifts, legacies, and donations from any source and to make gifts, donations, and appropriations from any and all of its resources from time to time to carry out the purposes of **Florida Opera Prima Inc**
9. To perform and be organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, the making of 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. Charitable purposes in its generally accepted legal sense and includes relief of the poor, the distressed, or the underprivileged; advancement of medical conditions, advancement of religion; advancement of education or science; erecting or maintaining public buildings, monuments, or works; lessening the burdens of government; lessening neighborhood tensions; eliminating prejudice and discrimination; defending human and civil rights secured by law; and combating community deterioration and juvenile delinquency.
10. Nothing herein contained shall be deemed to authorize the Corporation to engage in any activity or activities which are contrary to the Florida law on corporations not for profit. The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the code, or by an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended.
11. This Corporation shall not, as a substantial part of its activities, carry out propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statement or otherwise) in any political campaign on behalf of any candidate for public office.
13. Except as limited by these Articles of Incorporation or its Bylaws, the Corporation shall have and exercise all rights and powers in furtherance of its purposes as are now or may hereinafter be conferred on not-for-profit corporations under the laws of the State of Florida.

ARTICLE VII- MEMBERS

Florida Opera Prima Inc and or any future fictitious named entities under its corporate umbrella shall have no members

ARTICLE VIII – BOARD OF DIRECTORS

The founding members shall be the initial members of the Corporation. Qualification of new members and the manner of their admission shall be as prescribed in the Bylaws. The following members have venue but no voting privileges

Kiley Hernandez, Founder and Chairman 500 NW 36th Street Suite 302 Miami FL 33127
Raul Rodriguez, Co-Founder and Chairman 500 NW 36th Street Suite 302 Miami, FL 33127

The Board of Trustees may elect other officers as they may deem necessary. The officers will manage all the affairs of the Corporation. The founding members will initially serve as officers until the Board of Trustees officially appoints the officers. The Officers of the Corporation shall consist of a President, Vice-President, Treasurer, and Secretary and Board Members. The General Board Members are:

Ernesto Rodriguez President 500 NW 36 Street Suite 302 Miami, FL 33127

Carlos Alberto Oliva Vice President 500 NW 36 Street Suite 302 Miami, FL 33127

Mariela Velasco Treasurer 500 NW 36 Street Suite 302 Miami, FL 33127

Celia Vega Secretary 500 NW 36th Street Suite 302 Miami, FL 33127

ARTICLE IX – VOTING RIGHTS

The Corporation shall be governed by a Board of Trustees. Voting Officers of the Board of Trustees shall not be less than four (4). The number of Trustees may be increased or decreased from time to time as prescribed by the Bylaws. The Trustees shall be selected for the terms and in the manner set forth by the Bylaws.

ARTICLE X – EFFECTIVE DATE

The effective date for this Corporation shall be August 1 , 2013

ARTICLE XI – LIMITATION ON ACTIVITIES

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Member, Trustee, or Officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no Member, Trustee, or Officer of the Corporation, or any other private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

ARTICLE XII – DISSOLUTION

Upon the dissolution of the Corporation, the Members of the Corporation 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 Corporations to an organization exempt form taxation under Section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to state or local government, for a public purpose.

ARTICLE XII – INDEMNIFICATION

The Corporation shall indemnify any Trustee or Officer or former Trustee or Officer for expenses and costs (including attorney's fees) actually and necessarily incurred thereby in connection with any claim asserted against that person, by action or otherwise, by reason of such person being or having been such Trustee or Officer, except in relations to matters to which such person shall have been guilty of gross negligence or willful malice with respect to the matter in which indemnity is sought. By order of the Trustees, the Corporation may, under comparable terms and limitations indemnify employees and agents of the Corporation on behalf of the Corporation.

ARTICLE XIII – BYLAWS

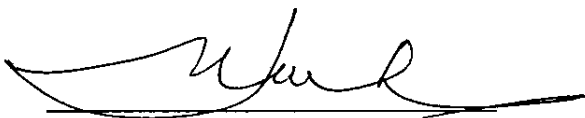
The Board of Trustees shall provide such Bylaws for the conduct of its business and the carrying out of its purpose as it may be deemed necessary. The Bylaws may be amended by the Board of Trustees at any regular or special meeting of the Board of Trustees by a two-thirds majority vote of all active Trustees.

ARTICLE XII – AMENDMENT TO ARTICLES

Articles of Incorporation may be amended at a regular meeting of the Board of Trustees by a two-third majority vote of all active Trustees, provided that such amendment does not contravene the purposes of the Corporation as set out in these Articles of Incorporation and would not adversely affect its status as an organization qualifying under Section 501(c) (3) of the Internal Revenue Code.

ARTICLE XIII REGISTERED AGENT

I Delia R Kennedy living at 10211 SW 13 Street Miami, FL 33174 hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.



Date: August, 1 , 2013

Delia R Kennedy Signature of Registered Agent

ARTICLE IX INCORPORATOR

I Delia R Kennedy living at 10211 SW 13 Street Miami, FL 33174 submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.



Date: August 1 , 2013

Delia R Kennedy, Incorporator

CREATION AND SUBMISSION OF ORIGINAL ARTICLES

These articles were adopted by the Board of Trustees and the number of votes cast for the original articles was sufficient for approval. An original copy of these articles will reside with the Secretary of State Division of Corporations. The day of submission as incorporator and registered agent for Florida Opera Prima Inc is August 1 , 2013

Print Name Delia Rosa Kennedy

Signature:

Date: August 1 , 2013

