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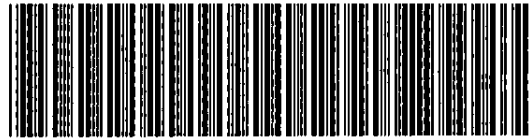
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SECRETARY OF STATE
DIVISION OF CORPORATE AFFAIRS
2014 MAY -5 PM 3:30

144

Bird Road Art District, Inc.
4741 SW 7th Ave.
Miami, FL 33155

April 22, 2014

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: creation of Bird Road Art District, Inc.

Dear Sir/Madam

Enclosed are the Article of Incorporation for the Bird Road Art District, Inc. I am the incorporator. Please accept this document as a filing required for the creation of a Florida not for profit corporation pursuant to Chapter 617.0203, Florida Statutes. Also enclosed is a check in the amount of \$78.75 for the purpose of paying the required fee.

Contact me if you need additional information or assistance.

Sincerely Yours,



Sandy Levy

ARTICLES OF INCORPORATION
OF
Bird Road Art District, Inc.
A Florida "Not for Profit" Corporation

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
MAY -5 PM 3:30

The undersigned, acting as incorporator of a corporation under Chapter 617 of Florida Statutes, adopts the following Articles of Incorporation:

- A. NAME OF CORPORATION:** The name of the corporation is:

Bird Road Art District, Inc.
- B. PRINCIPAL OFFICE:** The principal office of the corporation is located at:

4741 SW 75th Ave.
Miami, FL 33155
- C. MAILING ADDRESS:** The mailing address of the corporation is:

4741 SW 75th Ave.
Miami, FL 33155
- D. REGISTERED AGENT:** The name of the registered agent of the corporation is:

Robert Fernandez

The address of this registered agent is:

4741 SW 75th Ave.
Miami, FL 33155
- E. DURATION/MEMBERSHIP:** The period of duration is perpetual. The qualification for members, if any, and the manner of their admission shall be regulated by the bylaws.
- F. BOARD OF DIRECTORS:** The method of selection of the Board of Directors and number of directors shall be stated in the bylaws.
- G. INCORPORATORS:** The name and address of the incorporator is:

Sandy Levin
4406 SW 74th Ave.
Miami, FL 33155
- H. CORPORATE PURPOSES:** The purposes for which this corporation is formed are exclusively charitable, educational and scientific and consist of the following:
1. This corporation is formed exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

2. To aid, support, and assist by gifts, contributions, or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable or educational purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.

3. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.

4. All of the foregoing purposes shall be exercised exclusively charitable and educational purposes in such a manner that the Corporation will qualify as an exempt organization under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

I. 501(c)(3) LIMITATIONS

1. **CORPORATE PURPOSES:** Notwithstanding any other provision of these7 articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state 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.

2. **EXCLUSIVITY:** The Corporation is organized exclusively for charitable and educational purposes.

3. **NO PRIVATE INUREMENT:** The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.

4. **LOBBYING AND POLITICAL CAMPAIGNS:** No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

5. **DISSOLUTION:** Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

6. **"PRIVATE FOUNDATION" PROVISIONS:** In the event this Corporation is considered

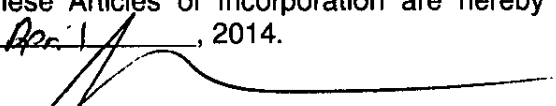
to be a "Private Foundation" by the U.S. Internal Revenue Service under provisions of the United States Code the following provisions apply:

- a) The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- b) The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- c) The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- d) The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- e) The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

J. INDEMNIFICATION: Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors of administrators) may be entitled apart from this Article.

EXECUTION

These Articles of Incorporation are hereby executed by the incorporator on this 30th day of Apr. 1, 2014.


Sandy Levin (Lewy) (S2)

REGISTERED AGENT'S ACCEPTANCE OF APPOINTMENT

I hereby accept my appointment as registered agent for Bird Road Art District, Inc., a Florida not for profit corporation.


Robert Fernandez

Date: 4-30-2014

Bird Road Art District, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

**ACTION BY CONSENT
OF INCORPORATOR**

2014 MAY -5 PM 3:30

Sandy Levy is the sole Incorporator of Bird Road Art District, Inc. (the "Corporation"). Attached is a copy of the Articles of Incorporation recently filed with the Florida Department of State.

§617.0205, Florida Statutes provides that in cases where there are no initial directors named in the Articles of Incorporation, the incorporators shall hold an organizational meeting for the purpose of electing directors and completing the organization of the Corporation. The above cited statute also provides that the incorporators can take such action without meeting if the actions are evidenced by a written consents signed by each incorporator. With the signature below of its agent, the sole incorporator of this Corporation hereby consents to the following actions:

Appointment of Board of Directors

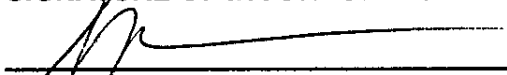
The incorporator hereby appoints the members of the initial board of directors to serve until their successors are chosen pursuant to the bylaws. The persons chosen as the initial board of directors are as follows:

Sandy Levy
Jane Harris
Cuqui Beguiristain
Federico Scipioni
Mano Nogueira

CONSENT OF INCORPORATOR

With his or her signature below, the Incorporator hereby consents to the above cited action by the Corporation.

SIGNATURE OF INCORPORATOR:


Sandy Levy

Date: April 30, 2014