

Division of Corporations

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Florida Department of State
Division of Corporations
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Division of Corporations
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Angelica M. Chirre, Corporate Counsel
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Account Number : 076447000313
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FLORIDA PROFIT/NON PROFIT CORPORATION

Miami Theater Hub, Inc.

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**ARTICLES OF INCORPORATION
OF
MIAMI THEATER HUB, INC.**

The undersigned, acting as the Incorporator for the purpose of forming a not-for-profit corporation pursuant to Chapter 617 of the Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation shall be MIAMI THEATER HUB, INC.

ARTICLE II

PRINCIPAL OFFICE

The street address of the initial principal office and mailing address of the Corporation shall be at c/o TILIArts, 169 East Flagler Street, Penthouse, Miami, FL 33131.

ARTICLE III

PURPOSE

1. To create Miami's premier resident regional theater, producing an annual season of new plays, revivals, commissions, imports, concerts, and bilingual productions.
2. To forward and promote performing arts in South Florida and Miami Theater Hub's works in particular through a full program of educational and community-building/outreach programming.
3. To promote Miami as an international arts destination by hosting collaborations and residencies with numerous forward thinking organizations from throughout the nation and the world.
4. To commission new performing arts works.

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, trustees, 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 herein or in the By-Laws hereafter duly adopted.

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ARTICLE IV**TERM**

This corporation is to exist perpetually.

ARTICLE V**MEMBERSHIP**

The membership of this Corporation shall consist of all persons, profit or non-profit corporations, organizations or political subdivisions of the State of Florida named as subscribers hereafter, and such other persons, corporations and entities in the manner provided in the By-Laws. No member of the Corporation shall be held liable for any claims of whatsoever nature that may arise against the Corporation, nor for any indebtedness or obligation hereafter incurred as the result of its actions or activities.

ARTICLE VI**BOARD OF DIRECTORS**

The business affairs of this Corporation shall be managed and all corporate powers thereof shall be vested in and exercised by a Board of Directors. The initial members are:

Gary Ressler
169 East Flagler Street
Penthouse
Miami, FL 33131

Moises Kauffman
169 East Flagler Street
Penthouse
Miami, FL 33131

Michel Hausmann
169 East Flagler Street
Penthouse
Miami, FL 33131

ARTICLE VII**BY-LAWS**

The power to adopt, alter, amend or repeal By-Laws shall be vested in a majority of the members of the Board of Directors.

ARTICLE VIII**POWERS OF BOARD OF DIRECTORS**

All powers of this Corporation not otherwise fixed in these Articles of Incorporation or in the By-Laws shall be vested in the Board of Directors. Particularly, the Board of Directors is hereby specifically authorized to enact and promulgate By-Laws and amend these Articles of

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Incorporation at any duly authorized and called meeting for that purpose. The By-Laws may be amended either by the Board of Directors or in any manner set forth in the By-Laws. The Board of Directors shall likewise have the authority to appoint officers of the Corporation. The By-Laws will provide the method by which Directors will be elected.

ARTICLE IX

INDEMNIFICATION

The Corporation shall indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Florida General Corporation Act, any 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 of the Corporation, or is or was serving at the request of the Corporation as a director of another corporation. The Corporation shall also indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Florida General Corporation Act, any 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 an officer of the Corporation at the same time as he is or was a director of the Corporation, or is or was serving at the request of the Corporation as an officer of another corporation at the same time as he is or was a director of the Corporation. Unless otherwise expressly prohibited by the Florida General Corporation Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any 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 an officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. No person falling within the purview of the foregoing sentence may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

ARTICLE X

INCORPORATOR

The Board of Directors of Miami Theater Hub, Inc. have on the 28th day of May, 2014 adopted these Articles of Incorporation and directed the President of Miami Theater Hub, Inc. to execute and file same with the Office of Secretary of State naming Gary Ressler whose address is 169 East Flagler Street, Penthouse, Miami, Florida 33131 as the Incorporator and President is so designated to execute these Articles of Incorporation.

ARTICLE XI

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is: 169 East Flagler Street, Penthouse, Miami, Florida 33131; and the name of the initial registered agent of this Corporation at that address is:

GARY RESSLER

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ARTICLE XII

DISSOLUTION OF CORPORATION

Upon dissolution of this Corporation, no part of any property shall be distributed or inure to the benefit of any individual or for-profit corporation. Property and assets of said Corporation shall be donated and distributed to a not-for-profit corporation qualified to receive such under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or as the same may be amended from time to time as directed by the Board of Directors or otherwise provided for in the By-Laws of this Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has hereunto affixed his hand and seal for the purpose of forming this corporation not-for-profit under the laws of the State of Florida this 9th day of JUNE, 2014.

Gary Ressler Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 9th day of JUNE, 2014 by GARY RESSLER, President of MIAMI THEATER HUB, INC., a Florida not-for-profit corporation, on behalf of the corporation. He is ☒ personally known to me or ☐ has produced _____ as identification and (did/did not) take an oath.



Nathaly Longas NOTARY PUBLIC, STATE OF FLORIDA

Print Name _____

My Commission Expires: Dec 27th 2016

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been named Registered Agent pursuant to Chapter 48.091 of the Florida Statutes to accept service of process on the Corporation at the initial Principal and Registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all of the requirements of law pertaining thereto.

Gary Ressler