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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## COVER LETTER

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

**SUBJECT:** THE ART MUSEUM FOR PRIVATE COLLECTIONS OF THE AMERICAS, INC.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☒ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

**FROM: VANESSA LAGANA**  
Name (Printed or typed)

200 SOUTH BISCAYNE BOULEVARD, SUITE 3590  
Address

**MIAMI, FLORIDA 33131**  
City, State & Zip

**305-442 6544**  
Daytime Telephone number

**VLAGANA@FOXROTHSCHILD.COM**  
E-mail address: (to be used for future annual report notification)

**NOTE: Please provide the original and one copy of the articles.**

Return filed document to:  
Raul J. Valdes-Fauli, Esq.  
Fox Rothschild LLP  
200 S. Biscayne Blvd. Suite 3590  
Miami, FL 33131

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

THE ART MUSEUM FOR PRIVATE COLLECTIONS OF THE AMERICAS, INC.

ARTICLE 1. The name of the Corporation is The Art Museum for Private Collections of the Americas, Inc. (the "Corporation").

ARTICLE 2. The initial registered agent of the Corporation is Eugenio Maslowski. The address of the initial registered office and initial principal place of business of the Corporation in the State of Florida is c/o Eugenio Maslowski, 255 ALHAMBRA Circle, Suite 6300, Coral Gables, Florida 33134.

ARTICLE 3. The Corporation is incorporated under the Florida Not For Profit Corporation Act to engage in exclusively charitable, educational, religious, literary, and/or scientific activities within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any successor United States Internal Revenue Law) (the "Code"), including but not limited to: preserving, promoting and presenting fine art collections; increasing public understanding, appreciation, awareness and enjoyment of the fine arts; providing educational programs on the fine arts to institutions and the general public; and making distributions for charitable purposes.

ARTICLE 4. All activities of the Corporation shall be subject to the following restrictions:

A. Except as otherwise provided herein, no substantial part of the activities of the Corporation shall be the carrying on of propaganda or attempting to influence legislation.

B. The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

C. The Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity that would invalidate its status (1) as a corporation that is exempt from federal income tax and described in Code Section 501(c)(3), or (2) as a corporation, contributions to which are deductible under Code Section 170(c)(2).

D. The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise, to its directors, officers or other private persons, and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, any such person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in Article 3 hereof.

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Fox Rothschild LLP  
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Miami, FL 33131

E. It is intended that this Corporation shall have and continue to have the status of an organization which is exempt from federal income tax under Code Section 501(a) and described in Code Section 501(c)(3). All terms and provisions of these Articles of Incorporation and the Bylaws of the Corporation, and all operations of the Corporation, shall be construed, applied and carried out in accordance with this intent. If the Corporation is subject, or ever becomes subject, to the private foundation rules of the Code, the Corporation shall: (1) distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Code Section 4942; (2) not engage in any act of self-dealing as defined in Code Section 4941(d); (3) not retain any excess business holdings as defined in Code Section 4943(c); (4) not make any investments in a manner that would subject it to tax under Code Section 4944; and (5) not make any taxable expenditures as defined in Code Section 4945(d).

ARTICLE 5. The term for which the Corporation is to exist is perpetual.

ARTICLE 6. The Corporation shall have no members.

ARTICLE 7. The powers, duties, number, qualifications, terms of office, manner of election, and time and criteria for removal of directors shall be as set forth in the bylaws of the Corporation.

ARTICLE 8. Upon the dissolution of the Corporation, the Corporation's board of directors, after paying or making provisions for the payment of all of the liabilities and obligations of the Corporation, shall distribute all of the assets of the Corporation to such organization or organizations organized and operated exclusively for charitable, educational, religious, literary and/or scientific purposes as shall at the time qualify as an organization or organizations exempt from federal income tax under Code Section 501(a) and described in Code Section 501(c)(3), as the Corporation's board of directors shall determine, or to the federal government or a state or local government for a public purpose. No portion of the assets shall inure to the benefit of any director or officer of the Corporation, any other private person, or any enterprise organized for profit.

ARTICLE 9. The name and post office address of the incorporator of the Corporation (the "Incorporator") is: Vanessa Lagana, 200 South Biscayne Blvd., Suite 3590 Miami, FL 33131.

*[signature page follows]*

Return filed document to:

Raul J. Valdes-Fauli, Esq.

Fox Rothschild LLP

200 S. Biscayne Blvd. Suite 3590

Miami, FL 33131

IN WITNESS WHEREOF, the Incorporator has signed these Articles of Incorporation  
this 26<sup>th</sup> day of AUGUST, 2014.

**The Art Museum for Private Collections of the  
Americas, Inc.**

By:   
Vanessa Lagana, Incorporator

Return filed document to:  
Raul J. Valdes-Fauli, Esq.  
Fox Rothschild LLP  
200 S. Biscayne Blvd. Suite 3590  
Miami, FL 33131

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

REGISTERED AGENT ACCEPTANCE OF APPOINTMENT

I, Eugenio Maslowski, hereby accept the appointment of registered agent in the State of Florida for The Art Museum for Private Collections of the Americas, Inc. (the "Corporation") ("Registered Agent"). I understand that, as Registered Agent for the Corporation, it will be my responsibility to receive service of process in the name of the Corporation, to forward all mail to the Corporation and to immediately notify the Florida Department of State of any changes in the registered office of the Corporation or of my resignation.

By: \_\_\_\_\_

Eugenio Maslowski, Registered Agent

