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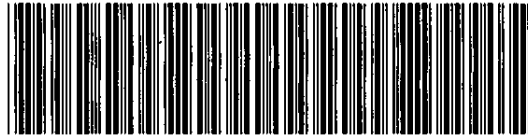
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DIVISION OF CORPORATIONS

JUL 24 2015

I ALBRITTON

COVER LETTER

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

SUBJECT: PRIZM PROJECTS, 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: Mikhaile Solomon
Name (Printed or typed)

19324 NW 56 Place
Address

Miami Gardens, FL 33055
City, State & Zip

954.372.6241
Daytime Telephone number

mikhaile@prizmartfair.com
E-mail address: (to be used for future annual report notification)

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

ARTICLES OF INCORPORATION
In compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I NAME

The name of the corporation shall be: PRIZM PROJECTS, INC.

ARTICLE II PRINCIPAL OFFICE

Principal **street** address:
19324 NW 56 Place Miami, Gardens, FL 33055

Mailing address, if different is:
P.O. Box 172083 Hialeah, FL 33017

ARTICLE III PURPOSE

The purpose for which the corporation is organized is: Prizm is a cutting edge art fair that is multidisciplinary in scope. Our goal is to expand the spectrum of exhibiting international artists from the Global African Diaspora and Emerging Markets. Our mission is to promote the work of artists of color, who reflect global trends in contemporary art through a series of cultural events which culminate in our annual curated fair held during Art Basel | Miami Beach. As a Miami based organization, Prizm engages an audience base that includes artists, collectors, art educators, and of particular importance, Miami residents who may otherwise not have the opportunity to view the works presented at our fair. To do this, Prizm has developed strategic partnerships with a number of organizations in Miami whose scope of service to the community include art, education, technology, and social justice to creat accessible programming

ARTICLE IV MANNER OF ELECTION The manner in which the directors are elected and appointed: Appointed

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

Name and Title: Mikhaile Solomon / Founding Director
Address: 19324 NW 56 place
Miami Gardens, FL 33055

Name and Title: Myrtis Berdolla
Address: 2224 N. Charles Street
Baltimore, MD 21218

Name and Title: Amber Robles Gordon
Address: 2321 Good Hope Court SE. Apt.203
Washington D.C. 20020

Name and Title: A.M. Weaver
Address: 5320 Haverford Ave.
Philadelphia, PA 19139

Name and Title: _____
Address: _____

Name and Title: _____
Address: _____

2015 JUL 20 PM 1:59
DIVISION OF CORPORATIONS

Name and Title: _____ Name and Title: _____

Address: _____ Address: _____

Name and Title: _____ Name and Title: _____

Address: _____ Address: _____

ARTICLE VI REGISTERED AGENT

The **name and Florida street address** (P.O. Box NOT acceptable) of the registered agent is:

Name: Mikhaile M. Solomon

Address: 19324 N.W. 56 place

Miami Gardens, FL 33055

ARTICLE VII INCORPORATOR

The **name and address** of the Incorporator is:

Name: Mikhaile Solomon

Address: 19324 N.W. 56 Place

Miami Gardens, FL 33055

ARTICLE VIII EFFECTIVE DATE:

Effective date, if other than the date of filing: 7/10/2015 (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five business days prior or 90 business days after the filing.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

M. Solomon
Required Signature of Registered Agent

7/12/2015
Date

I 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.

M. Solomon
Required Signature of Incorporator

7/12/2015
Date

**ARTICLES OF INCORPORATION
OF
PRIZM PROJECTS, INC.**

The undersigned, acting as incorporator of a corporation under the state of Florida's nonprofit Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

Name

The name of the corporation
PRIZM PROJECTS, INC.
19324 NW 56 Place
Miami, FL 33055

ARTICLE II

Duration

The period for which the Corporation is organized shall be perpetual.

ARTICLE III

Effective date of Incorporation

Upon filing by the Secretary of State

ARTICLE IV

Effective date of Fiscal Year

January 1, 2016

ARTICLE V

Exempt Purposes

The Corporation is organized and shall operate as an exempt charitable and educational Organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or similar provision of any future revenue law) (the "Code") without profit to any officer or director and the Corporation.

ARTICLE VI

Specific Purposes

PURPOSE FOR WHICH THE NONPROFIT CORPORATION IS ORGANIZED

This Corporation is a nonprofit membership corporation, under the laws of the state of Florida, organized and operated exclusively for Visual Arts and Culture events and charitable purposes as defined by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including, but not limited to:

- (a) Serving as an incubator for the advancement of local, national, and international artists, skilled artisans, and designer by:

1. Hosting a number of events and fundraisers to facilitate the generation of a sustainable business in arts and design practice thereby granting artists' represented by Prizm Art Fair, LLC exposure to the greater arts community.
2. Creating a sustainable business model for curating high-quality exhibitions which serve as both educational tools and promotions for the advancement of both established and emerging artists from the Global African Diaspora and emerging markets developing countries.
3. Raising funds to support the submission of artists' work into larger events and fairs.

The Corporation shall have all powers now or hereafter granted by law, and all powers lawfully necessary or required to carry out its purposes, either alone or in cooperation with others, subject to such limitations and conditions as are or may be prescribed by law, or in the Corporation's Articles of Incorporation or Bylaws. All of the purposes and powers of the Corporation shall be exercised exclusively for charitable purposes in such manner that the Corporation shall qualify as an exempt organization under Section 501(c)(3) of the Code, or any successor provision, and that contributions to the Corporation shall be deductible under Section 170(c)(2) of the Code or any successor provision. Subject to the limitations set forth in Article V, the Corporation may also engage in all other activities which are permissible by law.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except as otherwise permitted to an organization described in Section 501(c)(3) of the Code or any successor provision. The Corporation shall not participate in or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal and state income taxes under Section 501(c)(3) of the Code or any successor provision or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code or any successor provision.

ARTICLES OF INCORPORATION

ARTICLE VII

Membership

The Corporation shall not have any members.

MANAGEMENT OF CORPORATE AFFAIRS

ARTICLE VIII.

A. Board of Directors: The powers of this Corporation shall be exercised, properties controlled and its affairs conducted by a Board of at least three (4) Directors. The number of Directors may change from time to time as provided in the By-Laws of the Corporation, but the number of Directors shall never be less than three (3) nor more than seven (7). Directors shall be in good standing of the Corporation and shall be appointed annually and shall hold office in accordance with the By-Laws of the Corporation.

**ARTICLE IX
Directors**

The number of directors constituting the initial board of directors is three (4). The names and addresses of the persons who are to serve as the initial directors of the Corporation are as follows:

**Mikhaile Solomon
Founder/Director
19324 NW 56 Place
Miami, FL 33055**

**Amber Robles Gordon
2321 Good Hope CRT. SE apt. 203
Washington, D.C. 20020**

**Myrtis Berdolla
2224 N Charles St
Baltimore, MD 21218**

**A.M. Weaver
5320 Haverford Avenue
Philadelphia, PA 19139**

**ARTICLE X
Prohibitions**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, 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 of Corporation set forth in Articles III and IV hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE XI
Dissolution

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII. BY-LAWS

The Board of Directors of this Corporation shall provide such By-Laws for the conduct of the Corporation's business and the carrying out of the Corporation's purposes as the Board of Directors may deem necessary from time to time. Initial By-Laws will be adopted at the first meeting of the Board of Directors. The By-Laws may be amended, altered or repealed, in whole or in part, by a majority vote of those members of the Directors present at any regular meeting or at any special meeting called for that purpose, or as provided in the By-Laws, upon proper notice and with a quorum being present. Any amendments of the By-Laws shall be binding on all Members of this Corporation. The Board of Directors is authorized and empowered to provide in the By-Laws of the Corporation such other provisions as they may deem appropriate for regulating the Corporation and the Members thereof, as long as such By-Laws are consistent with the provisions hereof.

ARTICLE XIII. AMENDMENTS TO ARTICLES

Amendments to these Articles of Incorporation may be proposed by resolution adopted by the Board of Directors and presented to a quorum of Members for their vote upon proper notice as provided in the By-Laws. Amendments may be adopted by a vote of at least two-thirds (2/3) of a quorum of Members of the Corporation.

ARTICLE XIV

Registered Agent and Office

The name of the Corporation's initial registered agent and the street address of the initial registered office in Florida is:

**Mikhaile Solomon
19324 NW 56 Place
Miami, FL 33055**

ARTICLE XV

Incorporator

The name and address of the Incorporator is:

**Mikhaile Solomon
19324 NW 56 Place
Miami, FL 33055**

ARTICLE XVI

Indemnification

Each person who was or is made a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director or officer of the corporation or while a director of the Corporation is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another corporation or of a partnership, joint venture, trust or other incorporated or unincorporated enterprise, including service with respect to employee benefit plans or trusts, whether the basis of such proceeding is alleged action or inaction in an official capacity as a director, officer, partner, trustee, employee or agent or in any other capacity while serving as a director, officer, partner, trustee, employee or agent shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the **Florida's Corporation Act** as the same exists or may hereafter be amended and pursuant to the Corporation's bylaws as such bylaws may be amended.

Dated: 7/12/2015 year


Mikhaile M. Solomon, Incorporator