

NIS 000010416

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

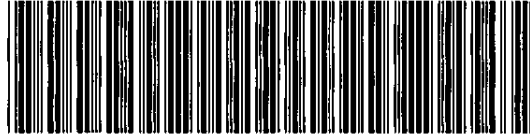
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



000278221470

10/20/15--01025--015 \*\*78.75

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
15 OCT 20 PM 12:05

10/20/15

CL

## COVER LETTER

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

**SUBJECT:** Spanish River Concerts, 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:** Alexandra Sierra-De Varona  
\_\_\_\_\_  
Name (Printed or typed)

350 Camino Gardens Blvd., Suite 107  
\_\_\_\_\_  
Address

Boca Raton, FL 33432  
\_\_\_\_\_  
City, State & Zip

561.600.9070  
\_\_\_\_\_  
Daytime Telephone number

asd@devaronalaw.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 OF  
SPANISH RIVER CONCERTS, INC.**

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not-for-Profit Corporation Act, Florida Statutes Chapter 617, makes and adopts the following articles of incorporation:

Article 1. Name

The name of the corporation is as follows: Spanish River Concerts, Inc.

Article 2. Address

The address of the principal office is 6832 West Liseron, Boynton Beach, FL 33437. The mailing address of the corporation is: P.O Box 831 Westford, MA 01886

Article 3. Initial Registered Office and Agent

The street address of the initial registered office of the corporation is: 350 Camino Gardens Blvd., Suite 107, Boca Raton, Palm Beach County, State of Florida. The name of its initial registered agent at that address is Alexandra Sierra-De Varona, Esq.

Article 4. No Members

The corporation shall not have members, and shall not issue membership certificates. The corporation shall not issue shares of stock.

Article 5. Not-for-Profit

The corporation is a not-for-profit corporation under Chapter 617, Florida Statutes. The corporation is not formed for pecuniary profit. No part of the income or assets of the corporation is distributable to or for the benefit of its directors, officers, or any private person, except to the extent permissible under these articles, under law and under 26 U.S.C.A. § 501(c)(3) (referred to below as "code"). If the corporation ever has members, no member shall have any vested right, interest or privilege in or to the assets, income or property of the corporation, and no part of the income or assets of the corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these Articles, under law and under 26 U.S.C.A. § 501(c)(3).

FILED  
STATE  
SECRETARY OF FLORIDA  
TALLAHASSEE, FLORIDA  
15 OCT 20 PM 12:45

#### Article 6. Duration

The duration (term) of the corporation is perpetual.

#### Article 7. Purposes

The corporation is organized, and shall be operated exclusively for charitable, scientific and educational purposes, including but not limited to the development of a community appreciation for drama and musical arts through the presentation of plays, musicals and/or concerts.

#### Article 8. Powers

Solely for the above purposes, the corporation shall have the following powers:

A. To exercise all rights and powers conferred by the laws of the State of Florida on nonprofit corporations, including but not limited to those set forth in Florida Statutes Chapter 617 and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of the property and the income, principal and proceeds of the property.

B. To engage in and transact any other lawful activity, solely in furtherance of the above purposes, for which nonprofit corporations may be incorporated under the Florida Not-for-Profit Corporation Act, and any successor or amendment to the Florida Not-for-Profit Corporation Act.

C. To do any other things as are incidental to the powers of the corporation, or necessary or desirable in order to accomplish the purposes of the corporation.

#### Article 9. Limitation

No part of the net earnings of the corporation shall inure directly or indirectly to the benefit of or be distributable to its members (if the corporation ever has any), directors or officers. However, 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 in Article 7 (Purposes) of these Articles.

#### Article 10. Tax-Exempt Status

It is intended that the corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation 26 U.S.C.A. § 501(a) as an organization described in 26 U.S.C.A. § 501(c)(3), and which is other than a private foundation as defined in 26 U.S.C.A. § 509. These articles shall be construed accordingly, and all powers and activities of the corporation shall be limited accordingly. The corporation shall not carry on propaganda or otherwise attempt to influence legislation to such an extent as would result in the loss of exemption under 26 U.S.C.A. § 501(c)(3). All references in these articles to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

#### Article 11. Dissolution

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under 26 U.S.C.A. § 501(c)(3), or corresponding provisions of any subsequent federal tax laws.

#### Article 12. Board of Directors

There shall be a board of directors consisting of at least three individuals. The initial directors shall be elected by the incorporator. After that, each director shall be elected by majority vote of the board of directors in the manner, and at the times, set forth in the bylaws. Any director may be removed by the affirmative vote of at least two-thirds of the board of directors.

#### Article 13. Officers

The officers of the corporation may consist of a president, one or more vice presidents, a secretary, a treasurer, and any other officers and assistant officers as may be provided for in the bylaws or by resolution of the board of directors. Each officer shall be elected by majority vote of the board of directors (and may be removed by majority vote of the board of directors) at such a time, and in such a manner, as may be prescribed by the bylaws or by law. The initial President shall be Jeffrey Morgenstern.

#### Article 14. Incorporator

The name and street address of each incorporator is as follows: Jeffrey Morgenstern, 7 Kings Pine Road, Westford, MA 01886.

#### Article 15. Bylaws

The bylaws of the corporation are to be made and adopted by the board of directors, and may be altered, amended or rescinded by the board of directors.

#### Article 16. Amendment

The corporation reserves the right to amend or repeal any provision contained in these articles of incorporation or any amendment to them.

#### Article 17. Indemnification and Civil Liability Immunity

The corporation shall indemnify each director and officer, including former directors and officers, to the fullest extent allowed by law, including Florida Statutes Chapter 617. It is intended that the corporation be an organization the officers and directors of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

#### Article 18. Commencement of Corporate Existence

The date when corporate existence shall commence is as of the date of filing of these Articles.

In, witness, the undersigned incorporator has signed these articles of incorporation on this 13<sup>th</sup> day of October, 2015.

  
Jeffrey Morgenstern

#### CERTIFICATE OF DESIGNATION AND ACCEPTANCE BY REGISTERED AGENT

Pursuant to the provisions of § 617.0501, Fla. Stat., the undersigned corporation organized under the not-for-profit corporation laws of the State of Florida submits the following statement in designating the registered office and registered agent of the corporation in the State of Florida:

1. Name of the corporation: Spanish River Concerts, Inc.

2. Name and address of the registered agent and office:

Alexandra Sierra-De Varona, Esq., 350 Camino Gardens Blvd., Suite 107, Boca Raton, Florida  
33432.

I, the undersigned person, having been named as registered agent and appointed to accept service of process for the above-stated corporation at the place designated in this statement, accept the appointment as registered agent, and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: October 31, 2015.



Alexandra Sierra-De Varona, Esq.