

N17000004652

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H16000245566 3)))



H160002455663ABC2

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)617-6381

From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (561)694-8107
Fax Number : (561)694-1639

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: _____

FLORIDA PROFIT/NON PROFIT CORPORATION

Venture Café MIA, Inc.

Certificate of Status	1
Certified Copy	0
Page Count	05
Estimated Charge	\$78.75

10/5

Electronic Filing Menu

Corporate Filing Menu

Help

OCT 12 2016

G. McLEOD

10/3/16, 4:20 PM



October 5, 2016

FLORIDA DEPARTMENT OF STATE
Division of Corporations
CORPORATE CREATIONS INTERNATIONAL

SUBJECT: VENTURE CAFE MIAMI, INC.
REF: W16000068416

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

F16000000065-VENTURE CAFE MIAMI, INC.,

If your business entity does not intend to transact business until January 1st of the upcoming calendar year, you may wish to revise your document to include an effective date of January 1st. If you do not list an effective date of January 1st, your business entity will become effective this calendar year and it will be required to file an annual report and pay the required annual report fee for the upcoming calendar year this coming January, which is merely weeks away. By listing an effective date of January 1st, the entity's existence will not begin until January 1st of the upcoming year and will, therefore, postpone the entity's requirement to file an annual report and pay the required annual report filing fee until the following calendar year.

If you have any further questions concerning your document, please call (850) 245-6052.

Tyrone Scott
Regulatory Specialist II
New Filings Section

FAX Aud. #: H16000245566
Letter Number: 516A00021484

P.O. BOX 6327 - Tallahassee, Florida 32314

H16000245566

ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida not-for-profit corporation is:
Venture Café MIA, Inc.

Article II. Address

The street and mailing address of the Corporation's initial principal office is:
Venture Café MIA, Inc.
1951 NW 7th Ave., Suite 300
Miami FL 33136

Article III. Purpose

The corporation is organized and shall be operated exclusively for exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 as amended or to corresponding provisions of future federal tax legislation..

Article IV. Membership

All persons interested in the purposes of the Corporation are eligible for membership in the Corporation if they are capable of contributing to the achievement of those purposes and the effective operation of the Corporation, and if they comply with the requirements established from time to time in the Bylaws. Members shall have no voting rights or other rights except as provided in the Bylaws.

Article V. Registered Agent

The name and address of the registered agent of the Corporation is:

Leigh-Ann A. Buchanan
1951 NW 7th Ave., Suite 300
Miami FL 33136

Corporate Creations International Inc.
11380 Prosperity Farms Road #221E
Palm Beach Gardens FL 33410
(561) 694-8107

H16000245566

FILED
16 OCT -5 PM 4:00
CLERK OF DISTRICT COURT
MIAMI, FLORIDA

H16000245566

Article VI. Limitations

No part of the net earnings of the Corporation shall inure to the benefit of (or be distributable to) its directors, officers, members 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 any of its purposes. 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 provided in Code Section 501(h). The Corporation shall not participate or intervene in any political campaign (including the publishing or distributing of statements) on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities except those permitted to be carried on by a corporation exempt from federal income tax under Code Section 501(c)(3) or by a corporation contributions to which are deductible under Code Section 170(c)(2).

If the Corporation is at any time deemed to be a private foundation within the meaning of Code Section 509(a), then for the period in which the Corporation is so deemed, the Corporation shall distribute its income for each tax year at such time and in such manner as not to subject the Corporation to tax under Code Section 4942, and the Corporation shall not engage in any act of self dealing as defined in Code Section 4941(d), retain any excess business holdings as defined in Code Section 4943(c), make any investments as to subject the Corporation to tax under Code Section 4944 or make any taxable expenditures as defined in Code Section 4945(d).

Article VII. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Monique D. Hayes
Jeffrey Akin
Travis Sheridan

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than three directors. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but may never be less than three. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law.

Corporate Creations International Inc.
11380 Prosperity Farms Road #221E
Palm Beach Gardens FL 33410
(561) 694-8107

H16000245566

Copyright © 1993-2016 CC

H16000245566

Article VIII. Incorporator

The name and address of the incorporator is

Corporate Creations International Inc.
11380 Prosperity Farms Road #221E
Palm Beach Gardens FL 33410

Article IX. Dissolution

Upon the dissolution or winding up of the Corporation, the assets remaining after payment (or provision for payment) of the Corporation's debts and liabilities shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Article X. Corporate Existence

The corporate existence of the Corporation shall begin effective as of October 3, 2016.
The authorized representative of the incorporator executed these Articles of Incorporation on

October 3, 2016



CORPORATE CREATIONS INTERNATIONAL INC.
Ryan P. Mulligan Vice President
by Caitlin Lazarus as attorney-in-fact

Corporate Creations International Inc.
11380 Prosperity Farms Road #221E
Palm Beach Gardens FL 33410
(561) 694-8107

H16000245566

H16000245566

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE
CORPORATION:
Venture Café MIA, Inc.**

REGISTERED AGENT/OFFICE:

Leigh-Ann A. Buchanan
1951 NW 7th Ave., Suite 300
Miami FL 33136

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



LEIGH-ANN A. BUCHANAN
by Caitlin Lazarus as attorney-in-fact

Date:

October 3, 2016

Corporate Creations International Inc.
11380 Prosperity Farms Road #221E
Palm Beach Gardens FL 33410
(561) 694-8107

H16000245566