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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

K. PAGE  
JUN 05 2018

## COVER LETTER

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

SUBJECT: Incorporation Arts & Festival, 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: Armando Arciniega  
Name (Printed or typed)

2130 Central Water Street, Apt 3  
Address

Miami, FL 33133  
City, State & Zip

784.331.162  
Daytime Telephone number

armando@arciniegas.com  
E-mail address (to be used for future annual report notification)

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

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TALLAHASSEE, FLORIDA

## Articles of Incorporation

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

### **Indie Pasion Arts & Festival, Inc.**

**(approved April 20, 2018)**

The undersigned incorporator(s), a person 18 years of age, or older, in order to form a corporation, hereby adopts the following articles of incorporation.

#### ARTICLE I: NAME/REGISTERED OFFICE & PRINCIPAL ADDRESS

The name of this corporation shall be **Indie Pasion Arts & Festival, Inc.** located at:

2050 Coral Way Suite 40, Miami, FL 33145

#### ARTICLE II: PURPOSE

This corporation is organized exclusively for charitable, and educational purposes more specifically to promote arts and culture through artistic performances and events that give established and emerging artists opportunities to contribute to the United States cultural ecosystem.

To this end, the corporation shall at all times be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

#### ARTICLE III: EXEMPTION REQUIREMENTS

At all times shall the following operate as conditions restricting the operations and activities of the corporation:

1. The corporation shall not afford pecuniary gain, incidentally or otherwise to its members. No part of the net earnings of this corporation shall inure to the benefit of any member of the corporation, except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes. Such net earnings, if any, of this corporation shall be used to carry out the nonprofit corporate purposes set forth in Article II above.

2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or

distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

3. 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 Internal Revenue Code of 1986, as now enacted or hereafter amended.

#### ARTICLE IV: DURATION

The duration of the corporate existence shall be perpetual.

#### ARTICLE V: MEMBERSHIP/BOARD OF DIRECTORS

Membership to the organization is open to the general public and is free of charge.

The management of the affairs of the corporation shall be vested in a Board of Directors, as defined in the corporation's bylaws. No Director shall have any right, title, or interest in or to any property of the corporation.

The number of Directors constituting the first Board of Directors is 3 to 5, their names and addresses being as follows:

Title: President/CEO  
Fernando Arciniega,  
2050 Coral Way Suite 40, Miami, FL. 33145

Title Director  
Maria Paulina Battle,  
2050 Coral Way Suite 40, Miami, FL. 33145

Title Director  
Jose Luis Acosta,  
2050 Coral Way Suite 40, Miami, FL. 33145

Title Director  
Martha Rosende,  
2050 Coral Way Suite 40, Miami, FL. 33145

Title Director  
Elizabeth Pines,  
2050 Coral Way Suite 40, Miami, FL. 33145

Members of the first Board of Directors shall serve 2-year terms and their successors are duly elected and qualified or removed as provided in the bylaws.

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ARTICLE VI: PERSONAL LIABILITY

No officer or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the officer, or Directors be subject to the payment of the debts or obligations of this corporation.

ARTICLE VII: DISSOLUTION

Upon the dissolution of the organization, assets of the corporation 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 VIII: REGISTERED AGENT

Fernando Arciniega,  
2050 Coral Way Suite 40, Miami, FL. 33145

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.

F. Arciniega \_\_\_\_\_ 4/20/2018 \_\_\_\_\_

Required Signature of Registered Agent

Date

ARTICLE VIII: INCORPORATOR

Fernando Arciniega,  
2050 Coral Way Suite 40, Miami, FL. 33145

*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.*

The undersigned incorporator certifies that he executes these articles for the purposes herein stated.

F. Arciniega \_\_\_\_\_ 4/20/2018 \_\_\_\_\_

Signature

Date

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TALLAHASSEE, FLORIDA