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(Business Entity Name)

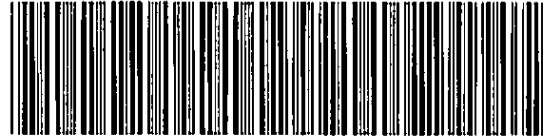
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COVER LETTER

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

SUBJECT: MIAMI Photographic Center, 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: Frederic Friedmann
Name (Printed or typed)

7640 NW 25 Street Unit 113
Address

MIAMI, FL 33122
City, State & Zip

305-969-8863
Daytime Telephone number

Frederic@MIAMI PHOTO CENTER.ORG
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
MIAMI PHOTOGRAPHIC CENTER, INC.**

The undersigned, acting as incorporator of a corporation under Chapter 617 of Florida Statutes, adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The Name of the Organization (hereinafter referred to as the "Corporation") shall be the Miami Photographic Center, Inc.

**ARTICLE II
PRINCIPAL OFFICE**

The Principal Office of the Corporation shall be at

7640 NW 25th Street, Unit 113
Miami, Florida 33122

**ARTICLE III
REGISTERED AGENT**

The name and address of the Registered Agent in this State are:

Frederic Friedmann
7640 NW 25th Street, Unit 113
Miami, Florida 33122

Said Registered Agent is a business with its principal place of business in this State.

**ARTICLE IV
PURPOSE OF CORPORATION**

The purpose for which this Corporation is organized to inspire and give individuals the power to create and be creative through community photography programs, workshops and educational opportunities. These purposes for which the Corporation is formed are exclusively charitable and educational and consist of the following:

1. The purposes of the Corporation are to function as a not-for-profit corporation pursuant to Chapter 617, Florida Statutes, and to exercise all rights and powers conferred upon it by law and by these Articles of Incorporation.
2. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether

such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institutions, foundations, governmental bureaus, departments or agencies.

3. All of the foregoing purposes shall be exercised exclusively for charitable and educational purposes in such a manner that the Corporation will qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE V

EXEMPTION REQUIREMENTS

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

1. The Corporation is organized exclusively for charitable and educational purposes.
2. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its directors, officers, or others private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the purpose clause hereof.
3. 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.
4. Notwithstanding any other provisions of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE VI

DURATION

The duration of the corporate existence shall be perpetual.

ARTICLE VII

DISSOLUTION

Upon winding up and dissolution of the Corporation, the assets remaining after payment of all debts and liabilities shall be distributed to one or more organizations exempt under ~~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. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition of the Attorney General.

ARTICLE VIII

BOARD OF DIRECTORS

The method of selection of the Board of Directors, and number of directors shall be stated in the bylaws, but at no time shall the number of Board of Directors be less than three. The initial Board of Directors shall be comprised of the following individuals:

Frederic Friedmann
7640 NW 25th Street, Unit 113
Miami, Florida 33122

Stéphane Friedmann
7640 NW 25th Street, Unit 113
Miami, Florida 33122

Georges Friedmann
7640 NW 25th Street, Unit 113
Miami, Florida 33122

ARTICLE IX

PERSONAL LIABILITY

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

ARTICLE X

NON-STOCK CORPORATION

The Corporation is a non-stock corporation, and no dividends or pecuniary profits will be declared. The Corporation has no authority to issue capital stock. All the earnings and property of the Corporation shall be used to further the purposes and objectives of the Corporation. Nothing contained herein, however, shall prohibit payments by the Corporation to directors, officers, or employees as reasonable compensation for services rendered to the Corporation.

ARTICLE XI

INDEMNIFICATION

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he/she is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him/her (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in

connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his/her duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors of administrators) may be entitled apart from this Article.

ARTICLE XII
INCORPORATOR

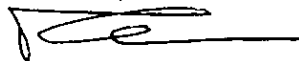
The name and address of the incorporator is:

Frederic Friedmann
7640 NW 25th Street, Unit 113
Miami, Florida 33122

EXECUTION

These Articles of Incorporation are hereby executed by the incorporator on this

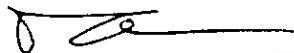
7 day of November, 2018



Frederic Friedman

REGISTERED AGENT'S
ACCEPTANCE OF APPOINTMENT

I hereby accept my appointment as registered agent for Miami Photographic Center, Inc., a Florida not for profit corporation.



Frederic Friedmann

Date: 11/7/2018