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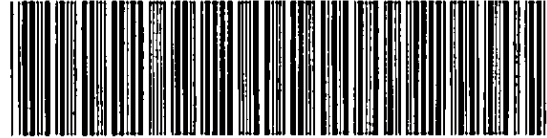
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TALLAHASSEE, FL

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**ARTICLES OF INCORPORATION
OF THE
BRICKELL CITY ARTS FOUNDATION, INC.**

IN COMPLIANCE WITH CHAPTER 617, F.S., (NOT FOR PROFIT)

**ARTICLE I
NAME**

The name of this corporation shall be: BRICKELL CITY ARTS FOUNDATION, INC.

**ARTICLE II
DURATION**

This corporation shall commence its existence upon the filing of these Articles and shall continue until termination by the act of the directors or otherwise by law.

**ARTICLE III
PURPOSE**

The Mission of this organization is to bring live performing arts to the Miami and South Florida community and to create a platform for the empowerment of children through dance education and exposure to the arts. We aim to build cultural awareness and appreciation of the performing arts and to provide underprivileged children with full scholarships to dance education and performing arts programs.

Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations described under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**ARTICLE IV
PRINCIPAL OFFICE AND MAILING ADDRESS OF BUSINESS**

The initial principal office and mailing address of business of this corporation is: 901 S. Miami Ave. Unit 212, Miami, FL 33130.

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TALLAHASSEE, FL

ARTICLES OF INCORPORATION OF BRICKELL CITY ARTS FOUNDATION, INC.

**ARTICLE V
INITIAL REGISTERED AGENT AND OFFICE**

The name of the initial registered agent and the street address of the initial registered office of this corporation is: MYRIAM A. FREDERICK, 901 S. Miami Ave. Unit 212, Miami, FL 33130.

**ARTICLE VI
INITIAL BOARD OF DIRECTORS**

This corporation shall have three (3) Directors initially. The number of Directors may be increased or decreased from time to time in accordance with the By-Laws but shall never be less than three (3). The name and address of the initial Directors are as follows:

- 1): MYRIAM A. FREDERICK, 901 S. Miami Ave. Unit 212, Miami, FL 33130
- 2): JEFFREY M. FREDERICK, 901 S. Miami Ave. Unit 212, Miami, FL 33130
- 3): ESMERALDA GALICIA, 2830 Pine Tree Drive Unit 1, Miami Beach, FL 33140

**ARTICLE VII
MANNER OF ELECTION**

The manner in which the directors are elected and appointed shall be provided in the bylaws.

**ARTICLE VIII
INCORPORATOR**

The name and address of the person signing these Articles as Sole Incorporator is MYRIAM A. FREDERICK, 901 S. Miami Ave. Unit 212, Miami, FL 33130.

**ARTICLE IX
LIMITATIONS:**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 set forth in Article Third 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 or in opposition to any candidate for public

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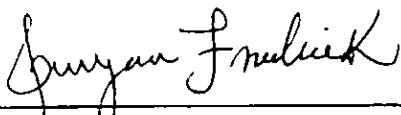
ARTICLES OF INCORPORATION OF BRICKELL CITY ARTS FOUNDATION, INC.

office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE X
DISTRIBUTION UPON DISSOLUTION:**

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction 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.

IN WITNESS HEREOF, the undersigned has executed these Articles of Incorporation this 15 day of November, 2021.



MYRLAM FREDERICK, Sole Incorporator

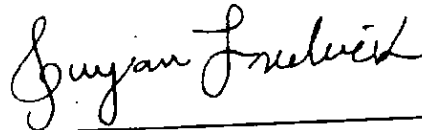
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ARTICLES OF INCORPORATION OF BRICKELL CITY ARTS FOUNDATION, INC.

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT OF THE CORPORATION NAMED ABOVE, THE UNDERSIGNED DOES HEREBY ACCEPT SUCH APPOINTMENT AND DOES HEREBY AGREE TO DO ALL THINGS NECESSARY IN ORDER TO CARRY OUT ANY AND ALL DUTIES REQUIRED OF SUCH POSITION.

DATED THIS 15 DAY OF NOVEMBER, 2021.



MYRIAM FREDERICK

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