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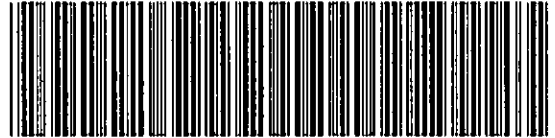
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ARTICLES OF INCORPORATION
OF
CENTER FOR CREATIVE ENDEAVOR, INC.
(A FLORIDA NOT FOR PROFIT CORPORATION)

ARTICLE I - NAME

The name of this corporation is CENTER FOR CREATIVE ENDEAVOR, INC.

ARTICLE II - CORPORATE EXISTENCE

The existence of this corporation shall commence on the date of filing of these articles. The duration of the corporation shall be perpetual.

ARTICLE III - PRINCIPAL OFFICE

The corporation's principal office shall initially be located at the following address

541 NW 27th Street
Miami, Florida 33127

The corporation's mailing address shall, initially, be located at the same address.

ARTICLE IV - PURPOSE

The nature of the business and the objects and purposes to be transacted, promoted, or carried on by the corporation are as follows:

A. This corporation is a corporation not for profit as defined in the Florida Not For Profit Corporation Act. The corporation is not formed for pecuniary profit.

B. This corporation is created and shall be operated exclusively for one or more charitable purposes under Internal Revenue Code Section 501(c)(3). A primary charitable purpose of this corporation shall be to support art and culture, innovation, education and research. Notwithstanding the foregoing, the term "charitable purposes" shall be limited to and shall include only religious, charitable, scientific, literary, or educational purposes within the meaning of those terms as used in Internal Revenue Code Section 501(c)(3). References in these articles to the "Internal Revenue

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Code" are to the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code.

C. This corporation is authorized to engage in any lawful activity for which not for profit corporations may be organized under the laws of the State of Florida and shall have all of the powers vested in a not for profit corporation organized under and existing by virtue of the laws of the State of Florida, consistent with the purposes in Paragraph B., above.

ARTICLE V - LIMITATIONS

A. No part of the net earnings, gains or assets of the corporation shall inure to the benefit of or be distributable to its Directors or Officers, other private individuals, or organizations organized and operated for a profit; provided, 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 IV hereof, to the extent permitted by law.

B. 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 office.

C. Notwithstanding any other provisions in these Articles, the corporation shall not carry on any activities not permitted to be carried on by: (a) an organization exempt from federal income tax under Internal Revenue Code Section 501(a) as an organization described in Internal Revenue Code Section 501(c)(3); and (b) an organization described in Internal Revenue Code Sections 509(a)(1), (2), or (3) (as the case may be); and/or (c) by an organization, contributions to which are deductible under Internal Revenue Code Sections 170(c)(2), 2055(a)(2), or 2522(a)(2).

D. 1. The corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Internal Revenue Code Section 4942.

2. The corporation will not engage in any act of self-dealing as defined in Internal Revenue Code Section 4941(d).

3. The corporation will not retain any excess business holdings as defined in Internal Revenue Code Section 4943(c).

4. The corporation will not make any investments in a manner as to subject it to tax under Internal Revenue Code Section 4944.

5. The corporation will not make any taxable expenditures as defined in Internal Revenue Code Section 4945.

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ARTICLE VI – INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at such address are as follows:

<u>Registered Agent</u>	<u>Street Address of Registered Office</u>
Barry Fellman	541 NW 27 th Street Miami, Florida 33127

ARTICLE VII - BOARD OF DIRECTORS

The management of this corporation shall be vested in a Board of Directors. The number of Directors constituting the initial Board of Directors is four. 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. The By-Laws may provide for ex officio and honorary Directors, and specify their rights and privileges. The names and addresses of the initial Directors of this corporation are as follows:

<u>Name</u>	<u>Address</u>
Barry Fellman	541 NW 27 th Street Miami, Florida 33127
Mae Greenberg	541 NW 27 th Street Miami, Florida 33127
Herbert Lust	541 NW 27 th Street Miami, Florida 33127
Marchesa Bergman	541 NW 27 th Street Miami, Florida 33127

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ARTICLE VIII – BY-LAWS

The By-Laws of the corporation shall initially be made and adopted by the initial Directors. The By-Laws may be amended, altered, supplemented or modified by a two-thirds (2/3) vote of the Board of Directors present at a meeting of the Board of Directors.

ARTICLE IX - AMENDMENTS

Amendments to these Articles of Incorporation shall be adopted in the same manner as is provided for the amendment of the By-Laws, as set forth in Article VIII hereof.

ARTICLE X - DISSOLUTION

In the event of dissolution or final liquidation of this corporation, the Board of Directors shall, after paying or making provision for the payment of all the lawful debts and liabilities of the corporation, distribute all the assets of the corporation for one or more exempt purposes within the meaning of Internal Revenue Code Section 501(c)(3), 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 distributed 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.

ARTICLE XI - INCORPORATOR

The name and address of the person signing these articles is:

<u>Name</u>	<u>Address</u>
Barry Fellman	541 NW 27 th Street Miami, Florida 33127

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ARTICLE XII - INDEMNIFICATION

This corporation shall indemnify all officers and directors, and former officers and directors, to the fullest extent permitted by law as the law now exists or may be amended hereafter.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 15 day of December, 2021.


BARRY FELLMAN, Incorporator

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in that 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.


BARRY FELIMAN

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