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2022/07/08 11:10:01

COVER LETTER

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

SUBJECT: MIAMI SOUNDSCAPES, 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
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☒ \$78.75
Filing Fee &
Certified Copy

☐ \$80.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Matt Cooper
(name printed or typed)

6155 SW 49th Street
(address)

Miami, Florida 33155-6204
(city, state, zip)

(305) 450-9956
(phone)

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

2022/03-8 14:10:01

ARTICLES OF INCORPORATION
OF
MIAMI SOUNDSCAPES, INC.
FLORIDA NOT-FOR-PROFIT CORPORATION

The undersigned, acting as the incorporator of a not for profit corporation under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, as amended, adopts the following Articles of Incorporation for such Corporation:

ARTICLE I: NAME

The name of the Corporation shall be, Miami Soundscapes, Inc. hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office is 6155 SW 49th Street, Miami, FL 33155-6204.

ARTICLE III: DURATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSES

The Corporation is organized exclusively for educational and charitable purposes, 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 or the corresponding section of any future federal tax code

ARTICLE V: RESTRICTIONS ON ACTIVITIES

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 fourth hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or other activities of this corporation shall be the carrying on of propaganda, or other-wise 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. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VI: REGISTERED OFFICE AND AGENT

The Corporation's registered office shall be located at 6155 SW 49th Street, Miami, FL 33155-6204 and Matt Cooper is the registered agent of the Corporation at that address.

ARTICLE VII: BOARD OF DIRECTORS

The Board of Directors shall consist of three (3) persons. The number of directors may be increased or decreased from time to time by an amendment to the bylaws; however, there shall never be less than three directors. All directors shall be selected as provided for in the bylaws. The initial Board of Directors shall consist of the following:

Matt Cooper
President and Director
6155 SW 49th Street
Miami, FL 33155-6204

Tanya Byng
Director
6155 SW 49th Street
Miami, FL 33155-6204

Rebecca Friedman
Director
6155 SW 49th Street
Miami, FL 33155-6204

ARTICLE VIII: OFFICERS

The officers of the Corporation shall be a President, Vice President, Secretary, Treasurer, and such other officers as may be provided by the bylaws.

ARTICLE IX: AMENDMENTS

These Articles of Incorporation may be amended at any regular or special meeting of the Board of Directors by a majority vote of those present; provided that notice of the intention to submit amendments shall have been given as provided by the bylaws.

ARTICLE X: DISTRIBUTION OF ASSETS 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.

ARTICLE XI: INCORPORATOR

The incorporator of the Corporation is as follows:

Matt Cooper
6155 SW 49th Street
Miami, FL 33155-6204

IN WITNESS WHEREOF, I, **Matt Cooper**, the undersigned incorporator to these Articles of Incorporation, have affixed my signature thereto on this 25th day of March, 2022.

SIGNED:


Matt Cooper

2022/03/28 11:10:00

1411

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.

Pursuant to the provisions of Sections 48.091 and 617.0501, Florida Statutes, the following is submitted in compliance with said Acts:

First—Miami Soundscapes, Inc. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at 6155 SW 49th Street City of Miami, County of Miami-Dade, State of Florida, has named Matt Cooper in the City of Miami, County of Miami-Dade, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

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 Florida Department of State constitutes a third-degree felony as provided for in ss 817.155, Florida Statutes.

SIGNED: _____

Matt Cooper

DATED: _____ March 25, 2022

2022 APR - 6 AM 10:00