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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

incorporating Services, Ltd.

1540 Glenway Drive  
Tallahassee, FL 32301  
850.656.7956  
Fax: 850.656.7953  
www.incserv.com

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**ORDER FORM**

**TO** Florida Department of State  
The Centre of Tallahassee  
2415 North Monroe Street, Suite 810  
Tallahassee, FL 32303  
corphelp@dos.myflorida.com  
850-245-6051

**FROM** Melissa Moreau  
850.656.7953

**REQUEST DATE** 9/25/2024

**PRIORITY** Regular Approval

**OUR REF # (Order ID#)** 1297796

**ORDER ENTITY**  
OUTSIDER ART INSTITUTE, INC.

**PLEASE PERFORM THE FOLLOWING SERVICES:**  
OUTSIDER ART INSTITUTE, INC. (FL)

Please file the attached articles and provide a certified copy.

**NOTES:**

\$78.75 Authorized

**RETURN/FORWARDING INSTRUCTIONS:**

ACCOUNT NUMBER: I20050000052

Please bill the above referenced account for this order.

If you have any questions please contact me at 656-7956,

Sincerely,



Please bill us for your services and be sure to include our reference number on the invoice and courier package if applicable. For UCC orders, please include the thru date on the results.

STATE OF FLORIDA  
ARTICLES OF INCORPORATION  
In compliance with Chapter 61, F.S. (Not for Profit)

The undersigned Incorporator hereby certifies as follows:

Article I: Name. The name of the corporation shall be OUTSIDER ART INSTITUTE, INC.

Article II: Principal Office. Principal Street Address: 114 4<sup>th</sup> Rivo Alto Terrace, Miami Beach, Florida 33139. Mailing address is the same.

Article III: Purpose. The purpose of the corporation is to engage in any lawful act or activity for which not-for-profit corporations may be organized under the Law of Florida. The purpose for which the corporation is organized includes contributing to Miami-Dade's artistic community by supporting emerging and underrepresented artists through grants, exhibitions, and educational programs. The corporation will serve as a platform to promote diverse artistic voices and foster cultural engagement within the community.

Article IV. Tax-Exempt Status. The following language relates to the corporation's tax-exempt status and is not a statement of purposes and powers. Consequently, this language does not expand or alter the corporation's purposes or powers set forth in Article III.

A. The corporation 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 under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

B. 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 the purpose clause. 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. 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.

C. If at any time the corporation is classified as a private foundation as described in Section 509(a) of the Internal Revenue Code of 1986, as amended ("Code"), the

corporation shall make qualifying distributions, as defined in Section 4942(g) of the Code for each taxable year of the corporation at such time and in such manner as not to become subject to tax imposed by Section 4942 of the Code; and the corporation shall not (a) engage in any act of self-dealing as defined in Section 4941(d) of the Code; (b) retain any excess business holdings as defined in Section 4943(c) of the Code; (c) make any investments in such manner as to subject the corporation to tax under Section 4944 of the Code; or (d) make any taxable expenditures as defined in Section 4945(d) of the Code.

D. Upon the dissolution of the corporation, its net 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.

Article V: Manner of Election. The manner in which the directors are elected and appointed will be set forth in the corporation's bylaws.

Article VI: Initial Officers and/or Directors.

Name and Title: Ross McCalla, Founder, Director and President  
Address: 114 4<sup>th</sup> Rivo Alto Terrace, Miami Beach, FL 33139

Name and Title: James Lin, Director  
Address: 36 NE 45<sup>th</sup> Street, Miami, FL 33137

Name and Title: Shaun Bahgwan, Director  
Address: 3230 Shipping Avenue, Miami, FL 33133

Article VII: Registered Agent.

The name and Florida street address of the registered agent is:

Name: Ross McCalla  
Address: 114 4<sup>th</sup> Rivo Alto Terrace, Miami Beach, FL 33139

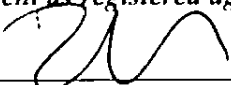
Article VIII: Incorporator

The name and address of the Incorporator is:

Name: Ross McCalla  
Address: 114 4<sup>th</sup> Rivo Alto Terrace, Miami Beach, FL 33139

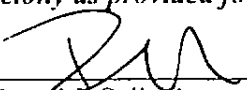
Article IX: Effective Date: The Effective date is the date of filing.

*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.*

  
\_\_\_\_\_  
Ross McCalla, Registered Agent

10/10/24  
Date

*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.*

  
\_\_\_\_\_  
Ross McCalla, Incorporator

10/10/24  
Date