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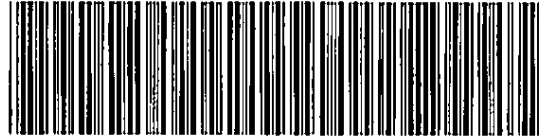
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S. YOUNG



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 15, 2019

ARIC KURZMAN
ADRIENNE ARSHT CENTER TRUST, INC
1300 BISCAYNE BOULEVARD
MIAMI, FL 33132

SUBJECT: ADRIENNE ARSHT CENTER TRUST, INC.
Ref. Number: N44566

We have received your document for ADRIENNE ARSHT CENTER TRUST, INC. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Amendments for nonprofit corporations are filed in compliance with section 617.1006, Florida Statutes. Please see the attached information.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Shelia H Young
Regulatory Specialist II

Letter Number: 819A00001194

*PLEASE EXPEDITE
THANK YOU:
Aric Kurzman*

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PROPERTY OF STATE

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: ADRIENNE ARSHT CENTER TRUST, INC.

DOCUMENT NUMBER: N44566

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

ARIC KURZMAN

(Name of Contact Person)

ADRIENNE ARSHT CENTER TRUST, INC.

(Firm/ Company)

1300 BISCAYNE BOULEVARD

(Address)

MIAMI, FL 33132

(City/ State and Zip Code)

AKURZMAN@ARSHTCENTER.ORG

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

_____ at _____
(Name of Contact Person) (Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|--|--|---|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed) |
|--|--|---|--|

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

ARRIENNE ARSH CENTER TRUST, INC.

(Name of Corporation as currently filed with the Florida Dept. of State)

N44566

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

New Registered Office Address:

(Florida street address)

(City)

Florida

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
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6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____

E: If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

INCREASING THE UPPER LIMIT OF NUMBER OF DIRECTORS
TO 55 (SECTION 4.1) AND SPECIFYING WHO CAN APPOINT
DIRECTORS (SECTION 4.2).

The date of each amendment(s) adoption: _____, if other than the date this document was signed.

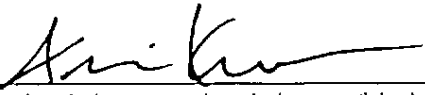
Effective date if applicable: _____
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated DEC. 3, 2018

Signature 
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

ARIC KOZZIAN, ESQ.

(Typed or printed name of person signing)

GENERAL COUNSEL

(Title of person signing)

Exhibit A

**THIRD AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PERFORMING ARTS CENTER TRUST, INC.**

The undersigned officers, natural persons competent to contract, hereby file these Third Amended and Restated Articles of Incorporation of **ADRIENNE ARSHT CENTER TRUST, INC.**, pursuant to Section 617.1007 of the Florida Not For Profit Corporation Act. The name of the Corporation under which it was formed is **PERFORMING ARTS CENTER TRUST, INC.** which name is being changed in these Third Amended and Restated Articles of Incorporation ("these Articles").

These Articles were duly adopted pursuant to Section 617.1007 of the Florida Not for Profit Corporation Act by the affirmative vote of (i) at least two-thirds of the members of the Board of Directors Corporation at a meeting held on May 24, 2014 and (ii) a majority of the Board of County Commissioners of Miami-Dade County, Florida at a meeting held on Sept. 5, 2018. These Articles of Incorporation shall be effective upon filing with the Florida Department of State.

ARTICLE I - ORGANIZATION

- 1.1 **Name:** This Corporation, formed under the Florida Not For Profit Corporation Act, shall be known as the Adrienne Arsht Center Trust, Inc. (hereafter the "Corporation"). The name under which the Corporation was formed is Performing Arts Center Trust, Inc.
- 1.2 **Offices:** The principal offices and mailing address of the Corporation shall be located 1300 Biscayne Boulevard, Miami, FL 33132, or at such place or places as the Board of Directors may from time to time designate.

ARTICLE II - PURPOSE

The Corporation is organized and shall operate exclusively for educational, cultural and charitable purposes as evidenced by conducting or supporting activities for the benefit of or to carry out the purposes of the Corporation, but limited in all events to exempt purposes described in Section 501(c)(3) of the Internal Revenue Code of 1986; and this Corporation may engage in only such activities permitted under the laws of the State of Florida and the United States of America as shall constitute activities in furtherance of such exempt purposes. The Corporation is a non-profit corporation organized to provide a broad source of community support for the Adrienne Arsht Center for the Performing Arts of Miami-Dade County (the "Arsht Center"), located in the City of Miami, Florida. The Arsht Center is comprised of two buildings on the east and west sides of Biscayne Boulevard between NE 13th and 14th Streets. No part of the assets or

the net earnings of the Corporation shall be distributed to any officer, director, member or any other private person

ARTICLE III - FUNCTIONS

Miami-Dade County owns the site on which the Arsht Center is located, the Arsht Center facilities themselves, and vacant land south of N.E. 13th Street from N.E. 1st Avenue to N.E. 2nd Avenue. Such vacant land is contemplated to provide parking for Arsht Center patrons, staff, and users. The Corporation has the governing authority to manage and operate the Arsht Center with the consent of the owner, Miami-Dade County. The Corporation employs a President who is responsible for day-to-day carrying-out of the Corporation's work and such other employees as the Corporation shall deem appropriate. The Corporation may establish or enter into a contractual relationship with vendors, licensees, users and renters of the Arsht Center. The Corporation is responsible for raising funds for various purposes and, to accomplish this, the Corporation may establish one or more foundations, subsidiary entities or affiliated organizations.

ARTICLE IV – BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors, all of whom shall serve without compensation. The Board of Directors is responsible for the direction and control of all matters pertaining to the Corporation and the Arsht Center. The Board of Directors and the Miami-Dade County Mayor, or the Mayor's designee, shall jointly select a President, who shall serve at the pleasure of the Board of Directors. The President shall establish personnel and management policies in accordance with applicable law and such policies as the Board of Directors may adopt. The term "Director" as used herein shall mean a member of the Board of Directors unless otherwise indicated, but shall not include the President.

- 4.1 **Number of Directors:** The number of persons constituting the entire Board of Directors shall be not less than five (5) or more than fifty-five (55).
- 4.2 **Appointment of Directors:** The Board of Directors shall be appointed as follows:
 - (a) Local governmental authorities shall appoint twenty-eight (28) Directors, comprised of twenty-one (21) Miami-Dade County appointments with the remaining appointments apportioned between the City of Miami, City of Miami Beach, and Miami-Dade County School Board as provided below:
 - (i) The Board of County Commissioners of Miami-Dade County shall appoint nineteen (19) Directors, as follows: each of the thirteen (13) County Commissioners shall appoint a Director, and six (6) Directors shall be appointed by the entire Board of County Commissioners of Miami-Dade County.
 - (ii) The Mayor of Miami-Dade County shall appoint two (2) Directors;

- (iii) The City of Miami Commission shall appoint three (3) Directors subject to ratification by the Board of Directors;
 - (iv) The City of Miami Beach Commission shall appoint three (3) Directors subject to ratification by the Board of Directors; and
 - (v) The Miami-Dade County Public School Board shall appoint one (1) Director.
 - (vi) For each of the above appointments, the Trust shall advise the appointing authority of any special characteristics or professional skills that it is seeking in order to strengthen and balance the Board. In addition, the Trust may suggest potential nominees for consideration by the appointing authority. After consideration of these recommendations, the appointing authority shall select an appointee that, in its best judgment, will best serve the interests of the Corporation and the governmental agency.
- (b) Appointments made by the Corporation: In accordance with the Bylaws of the Corporation, the Board of Directors shall appoint Community Representative Directors, not to exceed twenty-seven (27) Directors, as follows:
- (i) One (1) Director for each of the Designated Primary Artistic Organizations named in Section 4.3;
 - (ii) One (1) Director each from at least two (2) Miami Dade County-based non-profit performing arts organizations which reflect, in both their governance and programming, community ethnic cultural perspectives including at a minimum an Hispanic American artistic organization and an African American artistic organization; and
 - (iii) Additional Community Representative Directors who represent the interests and diversity of the community at large.

4.3 **Designated Primary Artistic Organizations:**

- (a) Notwithstanding any other provision of these Articles, each of the Designated Primary Artistic Organizations shall be entitled to appoint one Designated Primary Artistic Director who may remain as Designated Primary Artistic Director at the pleasure of the organization so long as the organization maintains its status as a Designated Primary Artistic Organization. The following named organizations have been designated as Primary Artistic Organizations and will constitute the three (3) Designated Primary Artistic Organizations:
- (i) Florida Grand Opera, Inc.
 - (ii) Miami City Ballet, Inc.
 - (iii) New World Symphony, Inc.

- (b) A Designated Primary Artistic Organization shall be any professional non-profit cultural organization, incorporated or not, which shall have been in existence for more than one (1) year, has an annual operating budget of more than \$500,000, and has displayed a long term financial and usage commitment to the Corporation, as determined by the Board of Directors.

4.4 **Qualifications of Directors:** The Directors are expected to devote time, professional knowledge, personal influence, money or a combination thereof to attain the goals of the Corporation and shall be selected by reason of their abilities to do the following:

- (a) To provide and secure financial support for the activities of the Corporation. The personal contributions of the Directors are key to the financial well-being of the Corporation. Also, Directors, because they have great standing in the community, are able to influence individuals, businesses, foundations and government agencies to provide financial support.
- (b) To volunteer their specialized business expertise, advice and guidance to working committees when needed.
- (c) To spearhead and reinforce all community and public relations work of the Corporation.

4.5 **Term of Directors:**

- (a) Each of the thirteen (13) Directors appointed by individual Commissioners of Miami-Dade County shall serve a term which shall end concurrently with the last day of the term of the County Commissioner who appointed said Director. Individual County Commissioners who are reelected to office must officially appoint, or re-appoint if desired, a Director as his or her appointment for the new term following the process in Section 4.2.a.vi.
- (b) Each of the six (6) Directors appointed by the entire Board of County Commissioners of Miami-Dade County shall be appointed for a three (3) year term and shall be permitted to serve up to two full consecutive three (3) year terms, and may be re-appointed to the Board of Directors after ceasing to be a Director for one (1) year.
- (c) Each of the two (2) Directors appointed by the Mayor of Miami-Dade County shall serve a term which shall end concurrently with the last day of the term of the Mayor. In the event that the Mayor is reelected to office, he or she must officially appoint, or re-appoint if desired, each of the two (2) Directors as his or her appointments for the new term following the process in Section 4.2.a.vi.
- (d) Each of the six (6) Directors appointed by the City of Miami and City of Miami Beach Commissions shall be appointed for a three (3) year term and shall be

permitted to serve up to two full consecutive three-year terms, and may be re-appointed to the Board of Directors after ceasing to be a Director for one (1) year following the process in Section 4.2.a.vii.

- (e) The Director appointed by the Miami-Dade County Public School Board shall serve at the will of the School Board, and shall serve until he or she resigns or is removed.
- (f) The terms of the Community Representatives shall be specified by the Bylaws of the Corporation.
- (g) Upon expiration of a Director's term, that Director shall remain on the Board of Directors until such time as he or she is replaced or is re-appointed by the appropriate appointing authority.

4.6 **Filling of Vacancies:**

- (a) Vacancies in expired or unexpired terms for Community Representatives to the Board of Directors caused by resignation, removal or death shall be filled by the Corporation.
- (b) For those Directors appointed by individual County Commissioners, the entire County Commission and the Mayor, if a vacancy occurs prior to the expiration of the original appointing authority's term, the individual County Commissioner, the Commission or the Mayor who appointed that Director shall appoint a new member to fill the vacancy following the process in Section 4.2.a.vi.
- (c) For those Directors appointed by the City of Miami Commission and City of Miami Beach Commission, if a vacancy occurs prior to the expiration of the Director's term, the appointing Commission shall appoint a new member to fill the vacancy following the process in Section 4.2.a.iii and 4.2.a.iv, respectively.
- (d) In filling any vacancy to be filled by local governmental authorities the replacement Director shall hold office for the unexpired term of his or her predecessor in office.
- (e) The Miami-Dade County Public School Board shall appoint a person to fill any vacancy for their Director's position.

4.7 **Removal of Directors:** Any Director may be removed for cause, including violation of Board policy, by the affirmative vote of the majority of the Board of Directors, provided such Director has been given prior notice that the subject of his or her removal will be presented to the Board at a duly convened meeting.

4.8 **Financial Disclosure:** Directors shall file the same Florida Financial Disclosure Statements required of state officers. Other than compliance with Financial Disclosure requirements, the provisions of the Miami-Dade County Conflict of Interest and Code of Ethics Ordinance shall apply to the Directors.

- 4.9 **The Sunshine Law**: The Board of Directors shall comply with Florida Government in the Sunshine Law in the conduct of all its meetings to the same extent as if it were an elected body.
- 4.10 **Public Records Act**: The Corporation's records will be open to public inspection in accordance with the Florida Public Records Act to the same extent as if it were a government agency.

ARTICLE V - COMMITTEES

The initial Standing Committees of the Board of Directors shall be the Executive Committee, Finance Committee, Audit Committee and Nominating and Governance Committee. The purposes and membership qualifications of the Standing Committees shall be set forth in the Bylaws of the Corporation. The Board of Directors may establish from time to time, such additional Standing or ad hoc committees as shall be deemed appropriate, with such additional committees to exercise such duties, powers and authorities as may be delegated by resolution of the Board of Directors.

ARTICLE VI - MEMBERSHIP

- 6.1 **Non-voting Members**: The Board of Directors may establish one or more types of non-voting members of the Corporation by resolution. Non-voting membership shall be open to any person, family, corporation or other entity upon receipt of a written application for membership and payment of annual dues applicable to the class of membership specified in the application.
- 6.2 **Creation of Non-voting Memberships**: The Corporation's Executive Committee shall, after consultation with the President, present recommendations to the Board regarding classes of non-voting membership and the respective dues, and other rights and benefits applicable to each class. The Board of Directors shall consider such recommendations, revise them as the Board deems necessary and proper, and promulgate a schedule of such classes, dues, rights and benefits. Such schedule may be amended from time to time by the Board of Directors, after consultation with the Executive Committee and the President. Non-voting Membership shall terminate upon death (of an individual member), resignation of the member, upon the failure of a member to pay annual dues or as otherwise provided by the Board of Directors.

ARTICLE VII - MISCELLANEOUS PROVISIONS

- 7.1 **Execution of Corporate Instruments**: The Board of Directors may designate the officers and agents who shall have authority to execute any instrument on behalf of the Corporation. When the execution of any contract, conveyance or other instrument arises in the ordinary

course of the Corporation's activities, or has been authorized without specification of the executing officers, any two of the officers may execute the same in the name and on behalf of the Corporation and may affix the corporate seal thereto. No person holding more than one office shall execute, acknowledge or verify an instrument in more than one capacity.

- 7.2 **Depositories:** All moneys, securities and other valuables of the Corporation shall be deposited in the name of the Corporation in such banks, trust companies, or corporate safe deposit vaults as the Board of Directors from time to time shall designate for such purposes, and shall be withdrawable only by check or orders signed by the signatures of such officers or agents as may be designated from time to time by the Board of Directors. At least two signatures shall be required on all such checks or orders.
- 7.3 **Indemnification of Officers and Directors:** Each person who acts as a Director or Officer of the Corporation shall be indemnified by the Corporation to the fullest extent permitted by law against any costs and expenses which may be imposed upon or reasonably incurred by him or her in connection with any action, suit or proceeding in which he or she may be named as a party defendant by reason of his or her being or having been such Director or Officer, or by reason of an action alleged to have been taken or omitted by him or her in either such capacity; provided however, that the Corporation shall not indemnify any such person against any costs or expenses imposed upon or incurred by him or her in relation to matters as to which he or she shall be finally adjudged to be liable to the Corporation for negligence, misconduct or any other cause, or for any sum paid by him to the Corporation in settlement of an action, suit or proceeding based on his or her alleged dereliction of duty. This right of indemnification shall inure to each Director and officer whether or not he or she is such Director or officer at the time such costs or expenses are imposed or incurred, and whether or not the claim asserted against him or her is based on matters which antedate the adoption of these Articles; and in the event of his or her death shall extend to his or her legal representatives. Each person who shall act as Director or officer shall be deemed to be doing so in reliance upon such right or indemnification; and such right shall not be exclusive of any other right which he or she may have. The Corporation shall have power to purchase and maintain insurance to indemnify the Corporation and its Directors and Officers to the full extent such insurance is permitted by law.
- 7.4 **Parliamentary Procedure:** Robert's Rules of Order Revised shall govern the proceedings of the Corporation, including its Board and Committees, to the extent applicable and consistent with these Articles and the Bylaws of the Corporation.
- 7.5 **Advisor:** The President shall serve as an advisor to the Board of Directors and shall maintain full consultative relationships with the Board of Directors and all Committees thereof.
- 7.6 **Corporate Records:** Corporate records shall be available for open review according to federal and state regulations.

ARTICLE VIII – AMENDMENT OF ARTICLES OF INCORPORATION

The Articles of Incorporation of this Corporation may, in any particular, be repealed, and new Articles of Incorporation, not inconsistent with any provision of law, may be adopted, either by the affirmative vote of two-thirds of the Directors present at any regular or special meeting of the Board at which there is a quorum; provided, however, that at least ten (10) days' notice of such proposed amendment shall have been furnished to all of the Directors. Any proposed amendments shall not become effective unless they are approved by a majority of the Board of County Commissioners of Miami-Dade County.

ARTICLE IX - DISSOLUTION

Upon dissolution, all of the Corporation's assets remaining after payment of all costs and expenses of such dissolution shall be distributed to the Board of County Commissioners for a public purpose.

ARTICLE X – REGISTERED OFFICE AND AGENT

The Registered office of this Corporation is at 1300 Biscayne Boulevard, Miami, Florida 33132, and the registered agent of this Corporation at such office shall be the Chief Financial Officer of the Corporation.

ARTICLE XI - INCORPORATORS

The original Incorporator of the Corporation was Parker D. Thomson. The name and street address of the persons signing these Articles are:


Name Address

Ira D. Hall
1300 Biscayne Blvd.
Miami, FL 33132

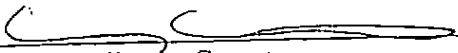
Richard C. Milstein
98 SW 7th Street #1100
Miami, FL 33131

[signatures on following page]

IN WITNESS WHEREOF, the undersigned, being the Chair and Secretary of the Corporation, have executed these Articles this _____ day of _____, 2018.



Ira D. Hall, Chair




Richard C. Milstein, Secretary

Acceptance of Appointment

Having been named as registered agent to accept service of process for the Adrienne Arsht Center Trust, Inc., at the place designated in these Articles, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of his or her position as registered agent as provided for in Chapter 617, Florida Statutes.

Dated: 11 December, 2018


Thomas M. Berger, Registered Agent