

N 95000003274

AMERILAWYER®  
(Requestor's Name)  
343 ALMERIA AVENUE  
(Address)  
CORAL GABLES, FL 33134 - (305) 445-2700  
(City, State, Zip) (Phone #)

OFFICE USE ONLY

600001534386  
-07/11/95--01034--012  
\*\*\*1330.00 \*\*\*\*\*70.00

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):  
THE DOWNTOWN CENTER FOR THE ARTS, INC.

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
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(Corporation Name) (Document #)
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(Corporation Name) (Document #)

☒ Walk in ☐ Pick up time 2 ☐ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

OK  
7/11/95

Examiner's Initials

RECEIVED  
JAN 19 11 15 AM '89

**ARTICLES OF INCORPORATION**  
**OF**  
**THE DOWNTOWN CENTER FOR THE ARTS, INC.**

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a non profit Corporation under Chapter 617 of the Florida Statutes.

**ARTICLE 1 - NAME**

The name of the Corporation is **THE DOWNTOWN CENTER FOR THE ARTS, INC.**, (hereinafter "Corporation").

**ARTICLE 2 - PURPOSE OF CORPORATION**

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.

**ARTICLE 3 - PROHIBITIONS**

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 Second hereof. No substantial part of the activities of the Corporation shall be 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.



#### **ARTICLE 4 - OFFICERS**

The Directors shall be elected by a majority vote of the Members of this Corporation. The officers of the Corporation shall be:

President:	Cheryl A. Landers
Vice President:	Michael D. Torok
Secretary:	Sally Welch
Treasurer:	Mark Judd

#### **ARTICLE 5 - PRINCIPAL OFFICE**

The address of the principal office of this Corporation is 4621 Northeast 5 Avenue, Fort Lauderdale, 33334 and the mailing address is the same.

#### **ARTICLE 6 - INCORPORATOR**

The name and street address of the incorporator of this Corporation is:

Elsie Sanchez  
343 Almeria Avenue  
Coral Gables, Florida 33134

#### **ARTICLE 7 - DIRECTORS**

The Directors of the Corporation shall be:

Cheryl A. Landers  
Michael D. Torok  
Mark Judd

#### **ARTICLE 8 - TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

#### **ARTICLE 9 - CAPITAL STOCK**

This Corporation shall have no capital stock and shall be composed of members rather than shareholders.

#### **ARTICLE 10 - QUALIFICATIONS OF MEMBERSHIP**

The categories of membership, qualifications for membership and the manner of admission shall be as set forth in and regulated by the By Laws of the Corporation.



#### **ARTICLE 11 - VOTING RIGHTS**

Members of the Corporation will have such voting rights as are provided in the By Laws of the Corporation.

#### **ARTICLE 12 - LIABILITIES FOR DEBTS**

Neither the members nor the members of the Board of Directors or officers of the Corporation shall be liable for the debts of the Corporation.

#### **ARTICLE 13 - REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of registered office of this Corporation is The Law Firm Of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®, located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Corporation is The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®, 343 Almeria Avenue, Coral Gables, Florida 33134.

#### **ARTICLE 14 - EFFECTIVE DATE**

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

#### **ARTICLE 15 - AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Members, and approved at a Members meeting by a majority of the Members, unless all the Directors and all the Members sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

#### **ARTICLE 16 - INDEMNIFICATION**

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for



directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

#### **ARTICLE 17 - COVENANT NOT TO SUE**

The Corporation agrees that it will never institute any action or suit at law or in equity against any director or officer of the Corporation, nor institute, prosecute, or in any way aid in the institution or prosecution of any claim, demand, action, or cause of action for damages, costs, loss of services, expenses, or compensation for or on account of any damage, loss or injury either to person or property, or both, whether developed or undeveloped, resulting or to result, known or unknown, past, present, or future, arising out of a director or officer of the Corporation's service to the Corporation.

#### **ARTICLE 18 - DISSOLUTION**

Upon 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 public purpose. Any such assets not so disposed of shall be disposed of by 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 WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 10 July 1995.



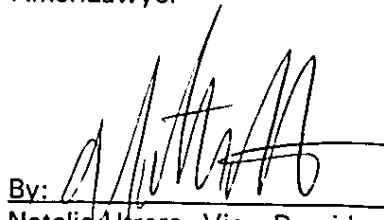
Elsie Sanchez, Incorporator

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**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 617.0501, Florida Statutes.

The Law Firm of Lawrence J. Spiegel,  
Chartered doing business as  
AmeriLawyer®



By: \_\_\_\_\_  
Natalia Utrera, Vice President

ARTNPIND.ESINC



**N 95000003274**  
Requestor's Name

MICHAEL E. WALTERS  
ATTORNEY AT LAW

8210 NORTHWEST 49TH STREET  
LAUDERHILL, FLORIDA 33311-5572

200001934832  
-08/28/96--01091--004  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Office Use Only

MICHAEL G. WIDOFF, P.A.  
ATTORNEY AT LAW  
MARSHALL BANK TOWER  
SUITE 501  
200 N. COMMERCIAL BLVD  
FT. LAUDERDALE, FL 33308

Downtown Center for the Arts, Inc.  
1350 E. Sunrise Blvd  
Suite 134  
FT. LAUDERDALE, FL 33304

send to

3.

Call.

Mike Walters

[  
[

(954) 748-8081  
Re:

The Downtown  
Center for the  
Arts.

N95000003274

Certified Copy

Certificate of Status

96 OCT 18 PM 12:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Restated  
10-21



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

September 9, 1996

MICHAEL G. WIDOFF, P.A.  
BARNETT BANK TWR., SUITE 501  
2929 W. COMMERCIAL BLVD.  
FT. LAUDERDALE, FL 33308

SUBJECT: THE DOWNTOWN CENTER FOR THE ARTS, INC.  
Ref. Number: N95000003274

We have received your document for THE DOWNTOWN CENTER FOR THE ARTS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

THE ADOPTION CLAUSE IN YOUR ARTICLES OF RESTATEMENT IS NOT SPECIFIC ENOUGH.

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 (904) 487-6880.

Karen Gibson  
Corporate Specialist

Letter Number: 896A00041827



Certificate of Amendments Included in the Restated Articles of  
Incorporation of the Downtown Center for the Arts, Inc.  
Page Five

Articles 8, 9, 10, 11, 12, 14, 15 and 16 of the Original Articles of Incorporation are not required by Florida Statute 617.0202 and have not been included in the Restated Articles of Incorporation.

The Board of Directors of The Downtown Center for the Arts, Inc. adopted the foregoing Amendments along with the Restated Articles of Incorporation on August 20, 1996. The Board thereafter submitted the Amendments and Restated Articles to the membership which cast a sufficient number of votes to approve them on the 20 day of August, 1996.

In witness whereof we have set our hands and seals, acknowledged and filed the foregoing Certificate of Amendments Included in the Restated of Articles of Incorporation under the laws of the State of Florida this 20 day of August, 1996.

Signature of Officers:

Cheryl Landers

Cheryl Landers, President

Sally J. Leverg

Sally J. Leverg, Secretary

1711 PM  
96 OCT 18 PM 12:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RESTATED ARTICLES OF INCORPORATION  
Certificate of Amendments Included in the  
Restated Articles of Incorporation  
of  
The Downtown Center for the Arts, Inc.

In accordance with Florida Statute 617.1007(3), we hereby certify that the Restated Articles of Incorporation of The Downtown Center for the Arts, Inc. include amendments to the original Articles of Incorporation dated July 10, 1995, which have been duly approved, those amendments being as follows:

Article I

Name

Article I is identical to the former Article I.

The name of the corporation shall be:

The Downtown Center for the Arts, Inc.

Article II

Principal place of business and mailing address

Article II is amended.

The new principal place of business and mailing address of this corporation shall be:

1350 East Sunrise Boulevard, Box 134  
Fort Lauderdale, FL 33304

Article III

Purposes

Article III is amended in that it now states the purposes of the corporation in more detail than previously described. In particular, the specific purposes of providing the community with exposure to and experience with performing arts, and creating a conducive environment in which local artists have the opportunity to showcase their talents are added.

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### Article III

#### Purposes (continued)

The specific purposes for which the corporation is organized are:

- A. To receive and administer funds and to operate exclusively for charitable, literary, artistic and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or comparable provisions of subsequent legislation, and to give funds and property from time to time to other organizations to be used or held for use directly for carrying out one or more of such purposes;
- B. To acquire, own, purchase, lease, dispose of and deal with real and personal property and interests, either absolutely or in trust, and to apply gifts, grants, bequests, and devises, and the proceeds thereof, in furtherance of the purposes of the corporation;
- C. To do such things and to perform such acts as accomplish its purposes as the Board of Directors may determine to be appropriate and as are not forbidden by Section 501(c)(3) of the Internal Revenue Code of 1986, or comparable provisions of subsequent legislation, with all of the powers conferred on not-for-profit corporations under the laws of the State of Florida;
- D. To provide the community with exposure to and experience with performing arts, and to create a conducive environment in which local artists have the opportunity to showcase their talents.

### Article IV

#### Manner of election of directors

*Article IV now indicates that directors will be elected in accordance with the corporation's bylaws and lists no officers.*

The manner in which the directors are elected or appointed shall be described within the bylaws of the corporation.

Certificate of Amendments Included in the Restated Articles of  
Incorporation of the Downtown Center for the Arts, Inc.  
Page Three

#### Article V

##### Corporate powers

*Article V has been amended to describe the corporate powers by referring to Florida Statute 617.0302.*

The corporate powers of this corporation are as provided in Section 617.0302 of the Florida Statutes, or comparable provisions of subsequent legislation, and are limited by restrictions placed by Section 501(c)(3) of the Internal Revenue Code of 1986, or comparable provisions of subsequent legislation.

#### Article VI

##### Registered Agent and street address

*Article VI is amended to list the name and address of the new Registered Agent.*

The name and street address of the registered agent are:

Cheryl Landers  
1350 East Sunrise Boulevard, Suite 134  
Fort Lauderdale, FL 33304

#### Article VII

##### Incorporator

*Article VII is not amended, and still lists the name and address of the original incorporator.*

The name and address of the incorporator of this corporation are:

Elsie Sanchez  
343 Almeria Avenue  
Coral Gables, FL 33134

Certificate of Amendments Included in the Restated Articles of  
Incorporation of the Downtown Center for the Arts, Inc.  
Page Four

## Article VIII

### Prohibitions

*Article VIII, "Prohibitions", is the original Article 3 re-numbered.*

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 III 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, 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 of 1986, or comparable provisions of subsequent legislation; or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, or comparable provisions of subsequent legislation.

## Article IX

### Dissolution

*Article IX is a new article and describes the procedure for distribution of assets in the event of the dissolution of the corporation.*

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 of 1986, or comparable provisions of subsequent legislation, 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.