

# N960000000738

HAZARUS CORPORATE INDUSTRIES, INC.  
Requestor's Name

890 S.W. 87 AVENUE SUITE: 16  
Address

MIAMI, FLORIDA 33174 (305)552-5973  
City/State/Zip Phone #

LOCAL REPRESENTATIVE TALLAHASSEE

500001710315  
-02/08/96--01048--023  
\*\*\*\*122.50 \*\*\*\*122.50

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. MIAMI BEACH INTERNATIONAL LATIN JAZZ FESTIVAL,  
(Corporation Name) (Document #) INC.
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 2:00  
☐ Mail out ☐ Will wait ☐ Photocopy

☒ Certified Copy Just GAVE  
☐ Certificate of Status PHONE TO

NEW FILINGS	
<input 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

AUTHORIZATION  
CORRECT Principal Address  
DATE 2/12/96  
DOC. EXAM cf

RECEIVED  
66 FEB - 8 AM 11:06  
DIVISION OF CORPORATION

789-608-615-611  
60 Wyle - 29165

2/12/96



FLORIDA DEPARTMENT OF STATE  
Sandra B. Morthum  
Secretary of State

February 8, 1996

LAZARUS CORPORATE INDUSTRIES, INC.  
890 SW 87 AVENUE #16  
MIAMI, FL 33174

SUBJECT: MIAMI BEACH INTERNATIONAL LATIN JAZZ FESTIVAL, INC.  
Ref. Number: W96000002965

We have received your document for MIAMI BEACH INTERNATIONAL LATIN JAZZ FESTIVAL, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

The registered agent must sign accepting the designation.

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

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 996A00005641

DIVISION OF CORPORATIONS

95 FEB 12 AM 11:12

RECEIVED

ARTICLES OF INCORPORATION  
OF

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

96 FEB 12 PM 3:15

MIAMI BEACH INTERNATIONAL LATIN JAZZ FESTIVAL, INC.

WE, THE UNDERSIGNED hereby associate ourselves together for the purpose of forming a non-profit corporation under the laws of the State of Florida, pursuant to Chapter 617 Et. Seq., Florida Statutes, and hereby certify as follows:

ARTICLE I - NAME

The name of the Corporation shall be Miami Beach International Latin Jazz Festival, Inc. Principal address: 801 Brickell Ave. #1100  
Miami, FL 33131

ARTICLE II - PURPOSE

The Corporation is organized as a not-for-profit organization exclusively for cultural purposes.

The Miami Beach International Latin Jazz Festival promotes a unique musical and cultural event featuring Brazilian, Caribbean, Latin-American and Afro-Cuban rhythms. The festival will feature Latin Jazz as a distinct musical entity and will showcase international, national and local musicians and music students. The objective of the Miami Beach International Latin Jazz Festival is to become a major cultural touristic event for Miami Beach.

The corporation's activities will be conducted in such a manner that no part of its net earnings shall insure to the benefit of any member, director, officer or individual. It

shall not have the power, to issue certificates of stock or declare dividends.

Notwithstanding any of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law).

In the event of dissolution of the Corporation or the winding up of its affairs, or other liquidation of its assets, the Corporation's property shall be conveyed or distributed only to such organization or organizations created and operated for non-profit purposes similar to those of the Corporation as shall be designated by the Board of Directors of the Corporation, so long as such organization or organizations at the time of such conveyance or distribution qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

No substantial part of the activities of the Corporation shall be the carrying 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 any candidate for public office.

### ARTICLE III - MEMBERS

The members of the Corporation shall be those persons who, at any time of determination of members of the Corporation, are members of the Board of Directors of the Corporation.

### ARTICLE IV - TERMS

The term of the Corporation shall be perpetual.

### ARTICLE V - SUBSCRIBERS

The names and residences of the subscribers to these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Raquel Vallejo	5200 La Gorce Drive Miami Beach, Florida 33139
Rolando Mendoza	407 Navarre Avenue Coral Gables, Florida 33134
Antonio Zamora	801 Brickell Avenue Suite 1100 Miami, Florida 33131

### ARTICLE VI - DIRECTORS AND OFFICERS

Section 1. The affairs of the Corporation shall be managed by a Board of Directors composed of not fewer than five Directors, the exact number of Directors to be specified in the By-Laws of the Corporation. The Directors, subsequent to the first Board of Directors specified in these Articles of Incorporation, shall be elected by the Board of Directors at its annual meeting as provided in the By-Laws. Provisions for such election, and provisions respecting the removal and resignation of Directors, and for filling vacancies on the Board of Directors, shall be established by the By-Laws.

Section 2. The principal officers of the Corporation shall be:

Raquel Vallejo	President
Rolando Mendoza	Vice President
Antonio Zamora	Secretary
Demetrio Alvarez	Treasurer

who shall be elected by the Board of Directors at its annual meeting in the manner set forth in the By-Laws.

ARTICLE VII - OFFICERS

The names of the officers who are to serve until the first election of officers, pursuant to the terms of the By-Laws, are as follows:

Raquel Vallejo	President
Rolando Mendoza	Vice President
Antonio Zamora	Secretary
Demetrio Alvarez	Treasurer

ARTICLE VIII - THE BOARD OF DIRECTORS

The number of persons constituting the first Board of Directors of the Corporation shall be six, and the names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until their death, resignation or removal, are as follows:

<u>Name</u>	<u>Address</u>
Raquel Vallejo	5200 La Gorce Drive Miami Beach, Florida 33140
Rolando Mendoza	407 Navarre Avenue Coral Gables, Florida 33134

Demetrio Alvarez.

1881 Washington Avenue  
Apartment 4A  
Miami Beach, FL 33139

Antonio Zamora

801 Brickell Avenue  
Suite 1100  
Miami, Florida 33131

Ileana Casanova

1408 Bayshore Drive  
Suite 1217  
Miami, FL 33131

#### ARTICLE IX - BY-LAWS

The By-Laws of the Corporation shall initially be made and adopted by its first Board of Directors. The By-Laws may thereafter be altered, amended or repealed, and the new other By-Laws may be made and adopted by the Board of Directors pursuant to the provisions of the By-Laws.

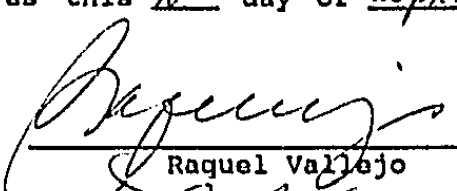
#### ARTICLE X - AMENDMENTS

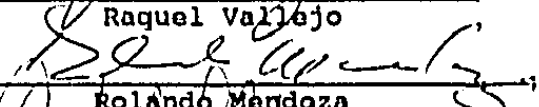
Amendments to these Articles of Incorporation may be proposed by any director of the Corporation, and shall be made and adopted by the Board of Directors at its annual meeting or at a special meeting called for that purpose, pursuant to the provisions of the By-Laws. Said amendments shall be effective when a copy thereof, properly executed and acknowledged, has been filed with the Secretary of State and all filing fees paid.

#### ARTICLE XI - VOTING RIGHTS

The Board of Directors shall possess all voting rights in the Corporation. The members of the Corporation shall possess no voting rights.

IN WITNESS WHEREOF, the subscribers hereto have  
hereunto affixed their signatures this 18<sup>th</sup> day of September,  
1995.

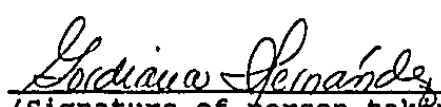
  
\_\_\_\_\_  
Raquel Vallejo

  
\_\_\_\_\_  
Rolando Mendoza

  
\_\_\_\_\_  
Antonio Zamora

STATE OF FLORIDA )  
                          ) SS:  
COUNTY OF DADE )

The foregoing instrument was acknowledged before me  
this 18<sup>th</sup> day of September, 1995, by Raquel Vallejo, Rolando  
Mendoza and Antonio Zamora, who are personally known to me.

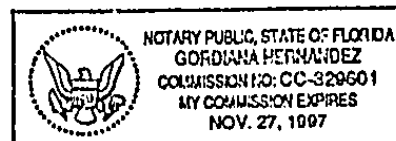
  
\_\_\_\_\_  
(Signature of person taking acknowledgment)

\_\_\_\_\_  
(Name of acknowledger typed, printed or stamped)

\_\_\_\_\_  
(Title or rank)

\_\_\_\_\_  
Serial number, if any

ARZ/289/V16





**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

96 FEB 12 PM 3:15

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: MIAMI BEACH INTERNATIONAL LATIN  
JAZZ FESTIVAL, INC.

2. The name and address of the registered agent and office is:

ILEANA CASANOVA

(NAME)

801 BRICKELL AVENUE #1100

(P.O. BOX NOT ACCEPTABLE)

MIAMI, FLORIDA 33131

(CITY/STATE/ZIP)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS 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.

SIGNATURE

Ileana Casanova

DATE

\_\_\_\_\_