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TRANSMITTAL LETTER

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

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-02/22/96--01001--001
*****70.00 *****70.00

SUBJECT: Circulo Lirico de la Opera
(proposed corporate name)

Enclosed is an original and one (1) copy of the articles of incorporation and our check for \$ 70.00.

FROM:

Mercedes Julia Benavides
Name (printed or typed)

918 E. Ponce de Leon Blvd #3
Address

Coral Gables, FL 33134
City, State, & Zip

(305) 444-6694
Telephone Number

Dmc
2-20-96

Note: Please provide the original and one copy of the Articles.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF FLORIDA NON PROFIT CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.- Corporate Name.

The name of the corporation shall
be Circulo Lirico de la Opera, ^{/Inc.} translated into English as
Lyric Circle of the Opera Inc.

ARTICLE II.- Corporate nature.

This is a non profit corporation
organized solely for the educational purposes pursuant to
the Florida Corporation Not for Profit Law set forth in Sec-
tion 617 of the Florida Statutes.

ARTICLE III. Duration.

The term of the existence of this Cor-
poration is perpetual.

ARTICLE IV.- General and specific purposes.

The specific and
primary purpose for which this corporation is formed are

- A) Elevate the level of knowledge and love of operatic music
in people of every age through presentation of operas, lec-
tures, classes, etc.
- B) Emphasize the performances by advanced students to create
for them the possibility to become professional singers.
- C) To operate exclusively in any other manner for such. edu-
cational purposes as will qualify it as an exempt organization
under Section 501 c, 3, of the Internal Revenue Code of 1954
as amended or under any correspondign profisions of any sub-

sequent federal tax laws covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

ARTICLE V. Management of corporate affairs.

The power of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors consisting of not less than three (3) persons and not more than five, provided however, that such number may be changed by By-Laws duly adopted by the members.

The directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held. Directors elected at the first annual meeting, and at all time thereafter shall serve for a term of one year until the annual meeting of member following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held every year in the last week of the month of November.

The name and addresses of such initial members of the Board of Directors are as follows
Mercedes Julia Benavides, 918 East Ponce de Leon, Coral Gables
Eugenio Uriarte, 840 Wallace St. Coral Gables Fl 33134.
Carmelo Rubio 475 S.W. 78 Ct. Miami Fl 33144.

ARTICLE VI. Corporate Officers.

The Board of Directors may

elect a group of members who shall work as a body, helping the Board of Directors in the common good welfare of the corporation. Its number and function will be stated in the By-Laws.

ARTICLE VII. Earning of the corporation.

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, 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 articles of this corporation.

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 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 1954 (or the corresponding provision of any future United States Internal Revenue Law) Or by corporation contributions to which are deductible under section 170 c, 2

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of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue Law.

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 VIII.- Distribution of assets.

Upon dissolution of the corporation, the Board of Directors shall, after paying -or making provision for the payments- of all the liabilities of the corporation exclusively for the purposes of the corporation in such a manner or to such organization or organizations organized and operated exclusively for educational purposes as shall at the time qualify as an exempt organization under Section 501 c,3, of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue Law, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located exclusively for such purposes or to such organization or organizations as such court shall determine which are organized and operated exclusively for such purposes.

ARTICLE IX.- Membership.

The qualification for members and the manner of their admission shall be regulated by the By-Laws of this corporation.

ARTICLE X. Subscribers.

The name and residence address of the subscribers of this corporation are as follows.

Mercodes Julia Benavides, 918 East Ponce de Leon, Coral Gables, Florida, 33134.

Eugenio Uriarte, 840 Wallace St. Coral Gables Fl 33134.

Carmelo Rubio, 475 S.W. 78 Ct. Miami Fl. 33144.

ARTICLE XI. Amendment of by-laws.

Subject to the limitations contained in the By-Laws and any limitation set forth in the corporation not for profit law of the State of Florida concerning corporate action that must be authorized or approved by the members of the corporation By-Laws of this corporation may be made, altered, rescinded, added to, or new By-laws may be adopted either by resolution of the Board of Directors, or by following the procedures set forth therefor in the By-Laws.

ARTICLE XII. Dedication of Assets.

The property of this corporation is irrevocably dedicated to educational purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof or the benefit of any private individual.

ARTICLE XIII. Registered Agent and Office.

The address of the Corporation's registered office shall be at 918 East Ponce de

Leon, Coral Gables, Fl.33134, and the name of its registered agent at the said address shall be Mercedes Julia Benavides.- And the corporation principal address shall be the same.

ARTICLE XIV. Amondment of Articles.-

The amondments of these articles of incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of member for their vote in the manner set forth in the By-Laws of this corporation.

WE THE UNDERSIGNED, being the subscribers and incorporators of this corporation, for the purpose of forming this non profit corporation under the laws of the State of Florida, have executed these articles of incorporation This 27th day of November 1995.

SUBSCRIBERS

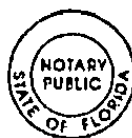
Carmelo Rubio
CARMELO RUBIO

Eugenio Uriarte
EUGENIO URIARTE

Mercedes Julia Benavides
Registered Agent
MERCEDES JULIA BENAVIDES

(STATE OF FLORIDA)
(COUNTY OF DADE)

I HEREBY CERTIFY that on this 27th day of November, 1995, before me, personally appeared Carmelo Rubio, Eugenio Uriarte, and Mercedes Julia Benavides, who are personally known to me and who are the persons described as the subscribers in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to those Articles of Incorporation.



L. URIARTE
My Comm Exp. 4/13/97
Bonded By Service Ins
No. CC276405

X Personally Known 110th L.O.

L. Uriarte
NOTARY PUBLIC

FILED
96 FEB 20 PM 12:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Nancy Hendricks
Corporate Specialist
Florida Department of State.

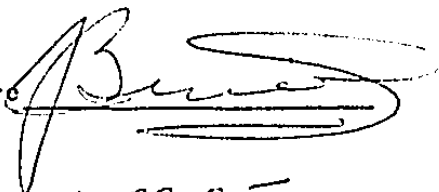
Dear Ms. Hendricks.

Having been named Registered Agent to accept service of process of the corporation Circolo Lirico de la Opera (Lyric Circle of the Opera) I heroby accept the appointment 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. I am familiar with and accept the obligations of my position as Registered Agent.

Signature

Date


11-27-95