

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 632
Tallahassee, FL 32314

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SUBJECT: Friends of Public Art, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for:

<input type="checkbox"/> \$70.00 Filing Fee	<input type="checkbox"/> \$78.75 Filing Fee & Certificate	<input checked="" type="checkbox"/> \$122.50 Filing Fee & Certified Copy	<input type="checkbox"/> \$131.25 Filing Fee, Certified Copy & Certificate
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FROM: Priscilla Moss Greenfield
Name (Printed or typed)

111 N.W. 1st Street, Suite 610
Address

Miami, FL 33128
City, State & Zip

305-375-5362
Daytime Telephone number

FILED
95 APR 11 PM 2:47
TALLAHASSEE, FLORIDA

APR 16 1995 BSB

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

OF

**FRIENDS OF PUBLIC ART, INC.
(A Florida not-for-profit Corporation)**

FILED

96 APR 11 PM 2:47

**CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA**

The undersigned incorporator, a natural person competent to contract, hereby files these Articles of Incorporation in order to form a corporation not for profit under the laws of the State of Florida.

ARTICLE I.

Name

The name of this Corporation shall be Friends of Public Art, Incorporated

ARTICLE II.

Purposes and Powers

Section 2.1. Purposes.

1. In addition to the powers enumerated in Florida Statutes 617.0302, the Corporation is organized for charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, ("Code") (or the corresponding provision of any future United States Internal Revenue Law).

2. The specific purpose of the Corporation is to provide a broad source of community support for the Art in Public Places Trust, coordinating educational and fund raising activities and the services of members and volunteers.

3. Notwithstanding any powers granted to this Corporation by its Articles, By-Laws or by the laws of the State of Florida, the following limitations of powers shall apply and be paramount:

A. No part of the funds of the Corporation shall inure to the benefit of any member, director, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes, and except to the extent that benefit inures to persons in accordance with the carrying out of the Corporation's charitable purposes as herein defined), and no member, director, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

B. No part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, except to the extent permitted by the Code and directly related to the Corporation's charitable purposes.

C The Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office

D Notwithstanding any other provisions of this certificate, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code or by an organization, contributions to which are deductible under Sections 170(a), 2522(a) or 2055(a) of the Code.

E Upon the dissolution of the Corporation, the Board of Directors of the Corporation shall, after paying or making provision for the payment of the liabilities of the Corporation, distribute all residual assets of the Corporation to one or more organizations which themselves are described in Sections 501(c)(3) and 170(c)(2) of the Code or corresponding sections of any prior or future Internal Revenue Code or to the federal, state or local government for exclusive public purpose. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for charitable purposes, or to such organization or organizations organized and operated exclusively for such charitable purposes, as said court shall determine.

ARTICLE III.

Address of Principal Office

The address of the Principal Office of the Corporation is Metro-Dade Art in Public Places and the mailing address is 111 N.W. 1st Street, Suite 610, Miami, FL 33128-1982.

ARTICLES IV.

Members

Section 3.1. Regular Members. The member(s) of the Corporation shall be the [Directors or other named entity]. Powers vested in the members shall be exercised by the Board of Directors.

Section 3.2. Associate Members. In addition, the Corporation may have associate and other classes of members as determined from time to time by the Board. These members shall be non-voting and the requirements for such associate membership shall be established by the Board.

ARTICLE V.

Term of Corporate Existence

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI.
Registered Office and Agent

a) The street address of the registered office of this Corporation is 3194 Via Abitare, Coconut Grove, FL 33133

b) The name of the registered agent of this Corporation located at the address of the registered office is Priscilla Moss Greenfield.

ARTICLE VII.
Incorporator

The name and address of the incorporator to these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Priscilla Moss Greenfield	3194 Via Abitare Coconut Grove, FL 33133

ARTICLE VIII.
Officers

The Corporation shall have a President, Vice-President, Secretary and Treasurer, and it may have additional and assistant officers including, without limitation thereto, a Chairman of the Board of Directors, a Vice-Chairman of the Board of Directors, one or more Vice-Presidents, an Assistant Secretary and an Assistant Treasurer. A person may hold more than one office, except that the President may not also be the Secretary or Assistant Secretary.

Officers shall be elected, removed and hold office as provided in the By-Laws.

The names of the officers who shall hold office until the first meeting of the Board of Directors, and thereafter until successors are elected, are as follows:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President	Priscilla Moss Greenfield	3194 Via Abitare Coconut Grove, FL 33133
Vice-President	Miguel Rodez	444 Brickell Ave. Suite 51-458 Miami, FL 33131
Secretary/Treasurer	Sandi-Jo Gordon	1948 N. Oak Haven Circle N. Miami Beach, FL 33179

ARTICLE IX.
Board of Directors

The affairs and business of the Corporation shall be conducted by a Board of Directors or through its duly elected Executive Committee. The Board shall consist of not less than five (5) persons or more than fifteen (15) persons.

In the event of a vacancy on the Board of Directors by reason of death, resignation, or removal the replacement Director(s) will be elected in accordance with the By-Laws.

ARTICLE X.
By-Laws

The Board of Directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered, or repealed by the Directors in any manner permitted by the By-Laws which is in accord with the purposes of the Corporation as set out in these Articles of Incorporation.

ARTICLE XI.
Amendment

These Articles of Incorporation may be amended by a two-thirds (2/3) vote of the Members at any time provided that any amendment will not adversely affect the status of the Corporation as an organization described in Section 501(c)(3) of the Code.

ARTICLE XII.
Indemnification of Directors and Officers
Employees and Agents

Section 1. Power to Indemnify. Each person (including here and hereinafter, the heirs, executors, administrators, or estate of such person) (a) who is or was a Director, officer, agent or employee of the Association or, (b) who is or was serving at the request of the Association as its representative in the position of an officer, trustee, director, partner, agent, or employee of another Association, partnership, joint venture, trust or other enterprise, may be indemnified by the Association to the fullest extent permitted or authorized by current legislation (including to the fullest extent permitted by Section 607.0850(7), Florida Statutes), or future legislation or by current or future judicial or administrative decision, against all fines, liabilities, settlements, losses, damages, costs and expenses, including attorneys' fees, asserted against him or incurred by him in his capacity as such Trustee, officer, trustee, partner, agent, employee or representative, or arising out of his status as such Trustee, officer, trustee, director, partner, agent, employee or representative. The foregoing provision for indemnification shall not be exclusive of other rights to which those seeking indemnification may be entitled. The Association may maintain insurance, at its expense, to protect itself and any such person against any such fine, liability, cost or expense, including attorney's fees, whether or not the Association would have the legal power to directly indemnify him against such liability.

Section 2. Advances. Costs, charges and expenses (including attorneys' fees) incurred by a person referred to in Section 1 of this Article in defending a civil or criminal suit, action or proceeding may be paid by the Association in advance of the final disposition thereof upon receipt of an undertaking to repay all amounts advanced if it is ultimately determined that the person is not entitled to be indemnified by the Association as authorized by this Article, and upon satisfaction of other conditions established from time to time by the Board or required by current or future legislation.

The foregoing rights of indemnification shall not be deemed to limit in any way the power of the Corporation to indemnify under any applicable law.

IN WITNESS WHEREOF, the undersigned, being the original incorporator to the foregoing Articles of Incorporation, has hereunto set his hand and seal this 6th day of April, 1996.


Incorporator

FILED

CERTIFICATE DESIGNATING REGISTERED 96 APR 11 PM 2:47
AGENT AND REGISTERED OFFICE

STATE
TALLAHASSEE, FLORIDA

In compliance with Florida Statutes Section 48.091 and 617.0501, the following is submitted:

Friends of Public Art, Inc., desiring to organize under the laws of the State of Florida as a not for profit corporation, has designated 3194 Via Abitare, Coconut Grove, FL 33133 as its initial Registered Office and has named Priscilla Moss Greenfield, located at said address, as its Initial Registered Agent.

By Priscilla Moss Greenfield

Incorporator

Having been named Registered Agent for the above-stated Corporation, at the designated Registered Office, I hereby accept said appointment, and agree to comply with the provisions of the Florida Statutes Section 48.091, relative to keeping said office open.

By Priscilla Moss Greenfield

Registered Agent



MEMORANDUM

107 07-17A USE PREVIOUS EDITIONS MAY 1987

TO: Sandra B. Mortham
Secretary of State

DATE: March 11, 1997

SUBJECT: Employer Identification
Number

FROM: Pat Ross Marx
Director of Education & *Community Outreach*
Art in Public Places

Friends of Public Art, Inc. re-filed a non profit corporation Annual Report the week of March 3 - 7, 1997. The FEI Number had been applied for but not assigned.

The Department of Treasury, International Revenue Service has now assigned the number as follows:

EIN 65-0729897

Please see the attached notice.

Thank you.

N96000002047

FILED
97 MAR 17 AM 9:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3/17/97