

N96000002216

TRANSMITTAL LETTER

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

RECEIVED  
TALLAHASSEE, FLORIDA  
APR 22 1996

SUBJECT: LAS AMERICAS MUSEUM OF ART  
(Proposed corporate name - must include suffix)

FILED  
APR 22 AM 11:01  
TALLAHASSEE, FLORIDA

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

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee  
& Certificate

☐ \$122.50  
Filing Fee  
& Certified Copy

☐ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

FROM: RAFAEL ANGEL COSME  
Name (Printed or typed)

12529 BELROSE AVENUE  
Address

ORLANDO, FLORIDA 32837  
City, State & Zip

407-240-4739  
Daytime Telephone number

F. CHESSE

APR 24 1996

196 14835

407-5-8037  
626

selected  
approved by Pres.  
whenever

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



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

April 1, 1996

RAFAEL A COSME  
12529 BELROSE AVE  
ORLANDO, FL 32837

SUBJECT: LAS AMERICAS MUSEUM OF ART  
Ref. Number: W96000006982

FILED  
95 APR 22 AM 11:01  
TALLAHASSEE, FLORIDA

We have received your document for LAS AMERICAS MUSEUM OF ART and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the corporation must contain a corporate suffix. This suffix may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

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) 487-6904.

Frieda Chesser  
Corporate Specialist

Letter Number: 196A00014835



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

April 15, 1996

RAFAEL A COSME  
12529 BELROSE AVE  
ORLANDO, FL 32837

SUBJECT: LAS AMERICAS MUSEUM OF ART, INC.  
Ref. Number: W96000008057

FILED  
96 APR 22 AM 11:01  
TALLAHASSEE, FLORIDA

We have received your document for LAS AMERICAS MUSEUM OF ART, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation. A statement making reference to the bylaws is acceptable.

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) 487-6904.

Freida Chesser  
Corporate Specialist

Letter Number: 996A00017321

## ARTICLES OF INCORPORATION

*The undersigned, acting as incorporator(s) of a corporation pursuant to chapter 617, Florida Statutes, adopt(s) the following Articles of Incorporation:*

### ARTICLE I

#### Name

The name of the corporation shall be:

**LAS AMERICAS MUSEUM OF ART, INC.**

### ARTICLE II

#### Principal place of business and mailing address

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

**P.O BOX 770254, ORLANDO, FLORIDA 32837**

### ARTICLE III

#### Purpose(s)

The specific purpose(s) for which the corporation is organized is(are):

**FOR THE CONSERVATION AND PROMOTION OF ART**

### ARTICLE IV

#### Manner of election of directors

The manner in which the directors are elected or appointed is as follows:

**THE DIRECTORS SHOULD BE ELECTED A STATE IN THE BALLOT**

- (A) HAVE 18 YEARS OR MORE**
- (B) HAD PARTICIPLE IN ANY ART PROGRAM.**
- (C) FILL APPLICATION FORM**

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95 APR 22 AM 11:01  
TALLAHASSEE, FLORIDA

**ARTICLE V**

**Limitation of corporate powers**

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes, unless limited are as follows:

**ARTICLE VI**

**Initial registered agent and street address**

The name and the street address of the initial registered agent is:

**RAFAEL ANGEL COSME, 12529 BELROSE AVENUE, ORLANDO, FL 32837**

**ARTICLE VII**

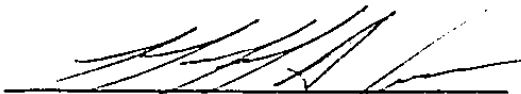
**Incorporators**

The name(s) and the street address(es) of the incorporator(s) for these articles of incorporation is(are):

**RAFAEL ANGEL COSME - PRESIDENT- 12529 BELROSE AVE. ORL. FL32837  
PERLA GUADALUPE MEDINA-SECRETARY-772 COUNTRY W. KISS. FL34764  
EGNA COLON -TREASURER-1442 METTE CT. KISSIMMEE, FL 34744**

The undersigned incorporator has executed these Articles of Incorporation this 21 day of March, 19 96.

Signature of Incorporator:



**RAFAEL ANGEL COSME**

Typed name of incorporator signing

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

PURSUANT TO THE PROVISIONS OF SECTION 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:

**LAS AMERICAS MUSEUM OF ART, INC.**

(must include suffix)

FILED  
96 APR 22 AM 11:01  
TALLAHASSEE, FLORIDA

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

**RAFAEL ANGEL COSME**

(NAME)

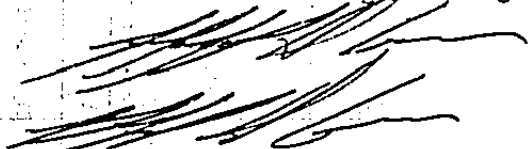
**12529 BELROSE AVENUE**

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

**ORLANDO, FL 32837**

(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)

**03/20/96**

(DATE)



N96000002216

*Las Americas Museum Of Art*

August 18, 1997

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

600002275856--3  
-08/25/97--01057--011  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Las America Museum of Art - N96000002216

Sir:

We are respectfully submitting our Articles of Amendment to the Articles of Incorporation of Las Americas Museum of Art, Inc., which is amending its Articles of Incorporation to include Article VIII - Tax Exempt Status, Article IX - Meetings, Article X-Distribution of Assets Upon Dissolution, Article XI - Indemnification, Article XII - Bylaws and Article XIII Amendments.

We are also including the corresponding fee of \$35.00.

Respectfully,

  
Rafael Angel Cosme  
Registered Agent

Encls.

12529 Belrose Avenue, Orlando, FL 32837 (407) 888-3220

See 9/16

Amend

**LAS AMERICAS MUSEUM OF ART, INC.**

**N96000002216**

**ARTICLES OF AMENDMENT  
TO  
THE ARTICLES OF INCORPORATION**



## ARTICLE VIII

### Tax Exempt Status

*No part of the net earnings or property of the Corporation shall inure to the benefit of, or be distributed to, any member, other than a member which is exempt from federal income tax under Section 501 ( c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law), director, officer, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions and furtherance of the purposes set forth in Article III hereof. The Corporation shall not have the power to declare dividends. 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 any candidate for public office. Notwithstanding any 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 the corporation provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170( c ) (2) of the Internal revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).*

*Notwithstanding anything herein to the contrary, the Corporation shall not take any action or omit to take any action or make any payment which would result in an avoidable tax liability under Internal Revenue Code of 1986 section 4940 through 4945 (or the corresponding provision of any future United States Internal Revenue Law), or could result in termination of the Corporation's status as a private foundation under Internal Revenue Code of 1986, Section 507, (or the corresponding provision of any future United States Internal Revenue Law).*

## ARTICLE IX

### Meetings

*Section 1. The annual meeting for the election of members of the Board of Directors shall be held as may be provided in the Bylaws.*

*Section 2. The Corporation may provide in its Bylaws for the holding of additional regular meetings and any special meetings, and shall provide notice of all such meetings.*

## ARTICLE X

### Distribution of Assets Upon Dissolution

*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 the corresponding provision of any future United States Internal Revenue Law), 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 the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization 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.

#### **ARTICLE XI** **Indemnification**

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### **ARTICLE XII** **Bylaws**

**Section 1.** At the initial meeting of the Corporation, the members of this Corporation may adopt such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary, provided the same shall not be inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Florida or the United States.

**Section 2.** Upon proper notice, the Bylaws may be amended, altered or rescinded by a majority vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose, subject to approval by the members as provided in the initial Bylaws.

#### **ARTICLE XIII**

##### **Amendments**

These Articles of Incorporation may be amended in any manner permitted by law

**LAS AMERICAS MUSEUM OF ART, INC.**  
12529 Belrose Avenue  
Orlando, Fl. 32837.

*September 8, 1997*

*State of Florida  
Department of State  
tallahassee, Florida*

*Re: Las Americas Museum of Art, Inc. - N96000002216*

*Sir/Madam:*

*We, the undersigned subscribing Board of Directors of Las Americas Museum of Art, Inc. have hereunto set our hands and seals this 15th day of August, 1997, for the purpose of amending this Corporation Articles of Incorporation, a not for profit Corporation under the laws of the State of Florida.*

*There are not other members entitled to vote on this proposed amendment to the articles of Incorporation of our Organization.*

**"Incorporators"**



*Rafael A. Cosme - President*



*Perla G. Medina - Secretary*



*Egría Colon - Treasurer*



FLORIDA DEPARTMENT OF STATE  
Sandra B. Morthum  
Secretary of State

September 3, 1997

RAFAEL ANGEL COSME  
LAS AMERICAS MUSEUM OF ART  
12529 BELROSE AVENUE  
ORLANDO, FL 32837

SUBJECT: LAS AMERICAS MUSEUM OF ART, INC.  
Ref. Number: N96000002216

We have received your document for LAS AMERICAS MUSEUM OF ART, 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):

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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) 487-6908.

Teresa Brown  
Corporate Specialist

Letter Number: 297A00044028

August 18, 1997

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

Re; Las America Museum of Art - N96000002216

Sir:

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Respectfully,



Rafael Angel Cosme  
Registered Agent

Encls.