

N96000003133

TODD A. STERZOY
Holland and Knight

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(Address)
Tallahassee, Florida 32302
(City, State, Zip) (Phone #)

OFFICE USE ONLY

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-06/12/96-01050-004
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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. The Performing Arts Center, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in
☒ Mail out

☒ Pick up time

1:00

☒ Certified Copy

Mail out

Will wait

Photocopy

Certificate of Status

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

Examiner's Initials

SAB
6/12/96

**ARTICLES OF INCORPORATION
OF
THE PERFORMING ARTS INSTITUTE, INC.**
a Florida corporation not for profit

FILED
10 JUL 12 11 10

The undersigned, acting as incorporator of The Performing Arts Institute, Inc., under the Florida Not For Profit Corporation Act, does hereby adopt the following articles of incorporation.

ARTICLE I. NAME.

The name of the corporation is The Performing Arts Institute, Inc.,
and its principal and registered office address are at Suite 3000, 701 Brickell Avenue,
Miami, Florida 33131.

ARTICLE II. TERM.

The corporation shall have perpetual existence unless terminated sooner in accordance with the laws of the State of Florida.

ARTICLE III. PURPOSE.

The corporation is organized and shall be operated exclusively for such charitable, religious, scientific, literary and educational purposes as will qualify it for exemption from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding section of any future United States Internal Revenue Law. Within the scope of the foregoing, the purposes for which the corporation is organized include, but are not limited to, training and instruction in the performing arts. In carrying out its exempt purposes, the corporation may make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code or the corresponding section of any future United States Internal Revenue Law. The corporation may

engage in such activities as are necessary, appropriate, or convenient to the furtherance of the foregoing stated purpose, as permitted under the laws of Florida and the United States.

ARTICLE IV, ACTIVITIES NOT PERMITTED

Notwithstanding any other provision of these articles, the corporation will not carry on any activities not permitted to be carried on by (a) a corporation qualifying for exemption from federal income tax as an organization described by Section 501(c)(3) of the Code or the corresponding section of any future United States Internal Revenue Law, (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code or the corresponding section of any future United States Internal Revenue Law, or (c) a private foundation within the meaning of Section 509(a) of the Code or the corresponding section of any future United States Internal Revenue Law.

No substantial 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 pursuant to an election made under Section 501(h) of the Code). 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.

In accordance with Section 617.0835, Florida Statutes and Section 508(e) of the Code (or the corresponding section of any future United States Internal Revenue Law), the corporation shall strictly adhere to the following provisions

- 1 The corporation shall distribute its income for each taxable year at such time and in such manner as not to

become subject to the tax on undistributed income imposed by Section 4942 of the Code, or corresponding provisions of any subsequent Federal tax laws.

- 2 The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or corresponding provisions of any subsequent Federal tax laws.
- 3 The corporation shall not retain or acquire excess business holdings as defined in Section 4943(c) of the Code, or corresponding provisions of any subsequent Federal tax laws
- 4 The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code, or corresponding provisions of any subsequent Federal tax laws.
- 5 The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code, or corresponding provisions of any subsequent Federal

tax laws.

ARTICLE V. DEDICATION AND DISTRIBUTION OF ASSETS.

No part of the net earnings of the corporation shall inure to the benefit of any Director or Officer of the corporation or any private individual unless (i) such Director, Officer or private individual is itself an organization qualifying for exemption from federal income tax as an organization described by Section 501(c)(3) of the Code or as a political subdivision under Section 115 of the Code or the corresponding section of any future United States Internal Revenue Law, (ii) except as reasonable compensation for services rendered or (ii) to make payments or distributions in furtherance of the purposes set forth above in Article III.

Upon the dissolution or final liquidation of the corporation, the Board of Directors shall, after paying or making provision for paying all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation, or to such organization or organizations that are themselves at that time exempt from federal income taxation as organizations described in Section 501(c)(3) of the Code or the corresponding section of any future United States Internal Revenue Law, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the appropriate court of the jurisdiction 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 for such purposes. No Director or Officer of the corporation or any private individual shall be entitled to share in the distribution of any of the residual corporate assets upon dissolution of the corporation.

ARTICLE VI. BOARD OF DIRECTORS.

The powers of the corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The powers of the Board of Directors, the qualifications for serving as a Director, and the manner of selection of Directors shall all be specified in the corporation's Bylaws. The number of Directors of the corporation may be increased or diminished from time to time by the Bylaws but shall never be less than 3 nor more than 5. The names and addresses of the initial members of the Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Kimberly Daniel DeAcha	c/o 6107 S.W. 49th Street Miami, Florida 33155
David Alt	c/o 6107 S.W. 49th Street Miami, Florida 33155
Rafael DeAcha	c/o 6107 S.W. 49th Street Miami, Florida 33155

ARTICLE VII. INDEMNIFICATION.

Every person who now is or hereafter shall be a Director or Officer of the corporation shall be indemnified by the corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he is or shall be made a party by reason of his being or having been a Director or Officer of the corporation (whether or not he is a Director or Officer of the corporation at the time he is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him) except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to

have been derelict in the performance of his duties as such Director or Officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled as a matter of law.

ARTICLE VIII. MEMBERSHIP.

The Performing Arts Institute, Inc. shall have members. The manner of selection of the members and their powers shall be specified in the corporation's Bylaws.

ARTICLE IX. BYLAWS.

The power to adopt, alter, amend or repeal corporate bylaws shall be vested in the Board of Directors. Upon notice properly given, corporate bylaws may be adopted, altered, amended, or repealed by majority vote of the Directors present at any regular or special meeting called for that purpose, except that any action taken concerning the powers, manner of selection, or identity of the members shall require a unanimous vote of the Board of Directors.

ARTICLE X. AMENDMENTS TO ARTICLES.

These Articles of Incorporation may be amended, altered, changed, or repealed only by a majority vote of members.

ARTICLE XII. INITIAL REGISTERED AGENT AND OFFICE.

The street address of the registered office of the corporation is 6107 S.W. 49th Street, Miami, Florida 33155 and the corporation's initial registered agent at that address is Kimberly Daniel DeAcha.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation on this 31 day of May, 1996, for the purpose of forming this corporation not for profit under the laws of the State of Florida.

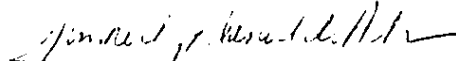
Kimberly Daniel DeAcha
Kimberly Daniel DeAcha

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND AGENT
FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

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

The Performing Arts Institute, Inc. desiring to organize under the laws of the State of Florida, hereby designates Kimberly Daniel DeAcha, located at 6107 S.W. 49th Street, Miami, Florida 33155, as its registered agent to accept service of process within this State.

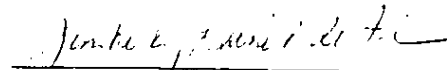
Dated this 31 day of May, 1996.



Kimberly Daniel DeAcha

Having been named as registered agent to accept service of process for the above 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.

Dated this 31 day of May, 1996.



Kimberly Daniel DeAcha

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