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NAME: ROOTS, RHYTHMS, & RITUALS, INC.

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ARTICLES OF INCORPORATION OF ROOTS, RHYTHMS & RITUALS, INC. (8)

The undersigned hereby associate themselves to form a corporation not-for profit for the purpose of conducting their business and promoting the purposes hereinafter stated, under the provisions of Part I of Chapter 617 of the Florida Statutes, and for these purposes to adopt the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation is ROOTS, RHYTHMS & RITUALS, INC., located at 5313 Collins Avenue, Suite 205, Miami Beach, Florida 33140

ARTICLE II PURPOSE

1. This not-for-profit corporation is organized for the following purposes:

To produce local, national and international drumming, dancing, poetry, ceremonies and rituals.

To preserve and promote traditional ceremonies and rituals of various cultures.

To showcase teachers and artists of different traditions.

To offer young performers the opportunity to simultaneously work and train in a professional environment with some of the worlds most accomplished drummers.

To offer extensive educational programs designed to accomplish the following: to offer dance and drumming classes to the local community not only as an artistic endeavor but also as a holistic and healing process; offer intensive training programs to aspiring young artists; and educate young people in the performing arts through the local school systems.

To offer educational programs in coordination with local, national, and international organizations for both the cast of performers and students as well as the general public.

These Articles Prepared By:
ROBERT FLAVELL, ESQ.
Florida Bar No. 0909203
2701 Ponce De Leon Boulevard
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Coral Gables, Florida 33134
(305) 448-5465

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To offer special workshops to young aspiring performers.

To offer all the described programs to under served and underpopulated areas of the country that do not normally receive opportunities in this art form which is an important part of the American culture.

To create and disseminate booklets, pamphlets and other material and provide lectures and seminars for the general public which may result from the work, research or study of the members.

2. The Corporation is organized and shall be operated exclusively for purposes for which a corporation not-for-profit may be formed under the laws of the State of Florida, the purposes within the meaning of Section 501 (a)(3) of the Internal Revenue Code of Section 954, as amended (hereinafter the "Code") and the Regulations thereunder, and not for pecuniary profit or financial gain.

3. The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful activities which may be necessary, useful, suitable, desirable, or proper for the furtherance, accomplishment, fostering, or attainment of any or all of the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further, accomplish, foster, or attain any of such purposes.

4. Notwithstanding anything herein to the contrary, the Corporation may exercise any and all, but no other, powers as are in furtherance of the exempt purposes of organization set forth in Section 501 (a)(3) of the Code and its Regulations as the same now exists, or as they may be hereafter amended from time to time.

ARTICLE III POWERS AND LIMITATIONS OF POWERS

Section 1. Powers. The Corporation shall have the power:

(a) To own, acquire, convey, exchange, lease, mortgage, encumber, transfer upon trust, or otherwise dispose of, all property, real or personal; to borrow money, contract debts, and issue bonds, notes and debentures and to secure the payment or performance of its obligations.

(b) To act as trustee of property whenever the Corporation has either a beneficial, contingent, or remainder interest in that property, and to hold the legal title to property, the beneficial interest of which is owned by any other charitable institution or non-profit corporation or religious society or association.

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**ARTICLE V
TERM OF EXISTENCE**

This Corporation shall exist perpetually unless sooner dissolved according to law.

**ARTICLE VI
INCORPORATORS**

The names and addresses of the Incorporators of the Corporation are:

Name	Residence
Marti Constantino	5313 Collins Avenue, Suite 205 Miami Beach, Florida 33140

**ARTICLE VII
DIRECTORS**

Section 1. The initial Board of Directors shall consist of five (5) directors. The number of Directors may be changed from time to time in accordance with the By-Laws, but shall never be less than three (3).

Section 2. The members of the Board of Directors shall be elected in the manner and hold office for such terms as the By-Laws shall provide.

Section 3. The names of the persons who will serve as the Board of Directors until the first election under these Articles of Incorporation are:

Marti Constantino	5313 Collins Avenue, Suite 205 Miami Beach, Florida 33140
Rosillo Flores	2944 N.W. 55th Avenue, Unit 1-A Lauderhill, Florida 33113
Ram Charran	15043 S.W. 109 Lane Miami, Florida 33196
Ellen Whitehearst	19667 Turnberry Way Tower Suite D North Miami, Florida 33180
Atoja Moses Cambell	3268 N.W. 46 Street Miami, Florida 33142

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- (c) To receive property by gift, devise, or bequest, subject to the laws regulating the transfer of property by will or trusts, and otherwise to acquire and hold all property, real or personal, including shares of stock, bonds and securities of other corporations.
- (d) To enter into contracts with any person, firm, association, corporation, municipality, county, state, nation or other body politic, or with any colony, dependency, or agency of any of the foregoing.
- (e) To conduct any and all fund raising efforts and campaigns deemed necessary, including mail campaigns, appeals through mass media, distribution of literature and other programs.
- (f) To perform every act necessary or proper for the accomplishment of the objects and purposes of the corporation or for the protection and benefit of the corporation.

Section 2. Limitations of Powers. Notwithstanding any of the powers of this corporation through its Articles of Incorporation, By-Laws, or the laws of the State of Florida, the following limitations of powers shall apply:

- (a) This Corporation is organized and shall be operated exclusively for the purpose contained in Article II of these Articles of Incorporation.
- (b) No part of the income or principal of the Corporation shall inure to the benefit of or be distributed to any member, director, or officer of the Corporation, or any other private individual in such fashion as to constitute an application of funds not within the purpose of exempt organizations described in Section 501 (a) of the Code, however, reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal.
- (c) In the event of the complete or partial liquidation or dissolution of the Corporation, whether voluntary or involuntary, no member, director, or officer shall be entitled to any distribution or division of the Corporation's property or its proceeds, and the balance of all money and other property received by the Corporation from any source, after the payment of all debts and obligations of the Corporation, shall be used or distributed, subject to the order of the Circuit Court of the State of Florida, as provided by law, exclusively for the purposes within those hereinabove set forth and within the intent of Section 501(a)(6) of the Code and its Regulations as the same now exists or as they may be hereafter amended from time to time.

ARTICLE IV QUALIFICATION OF MEMBERS

The initial members of this Corporation shall include the first Board of Directors. Thereafter, persons who shall be interested in furthering the purposes of the Corporation through participation in the activities of the Corporation shall be eligible for membership in accordance with the terms and provisions of the By-Laws.

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Section 4. The Board of Directors shall hold meetings at such time and place as the Bylaws may prescribe.

Section 5. All decisions of the Board of Directors shall be made by simple majority vote of the members of the Board present at the meeting, unless otherwise provided in these Articles of Incorporation or the By-Laws.

ARTICLE VIII OFFICERS

Section 1. The affairs of the Corporation are to be managed by an Executive Director, Secretary, Treasurer, and such other officers or assistant officers as may be necessary. Any two or more offices may be held by the same person.

Section 2. The officers shall be elected annually by the Board of Directors at such time and in such manner as provided in the By-Laws;

Section 3. The names of the officers who are to serve until the first election under these Articles are:

Office	Name
Executive Director:	Marti Constantino
Secretary:	Ellen Whiteheast
Treasurer:	Ram Charran

ARTICLE IX BY-LAWS

The By-Laws may be adopted, amended, altered, or rescinded by a majority vote of the members of the Board of Directors present at any regular meeting of the Directors or at any special meeting of the Directors called for that purpose. Any such adoption, amendment, alteration, or rescission must be ratified by at least twenty-five (25) percent of the regular members.

ARTICLE X AMENDMENT

Amendments to these Articles of Incorporation may be proposed by any member and must be adopted by a majority vote of the regular members present at any regular meeting of the membership or at any special meeting called for that purpose.

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**ARTICLE XI
PRINCIPAL OFFICE AND REGISTERED AGENT**

1. The principal office of this Corporation shall be located at 5313 Collins Avenue, Suite 500, Miami Beach, Florida 33140. The location may be changed from time to time to such place within the State of Florida as the Board of Directors may determine.
2. The initial Registered Agent of this Corporation shall be Marti Constantino.
3. The initial Registered Office shall be 5313 Collins Avenue, Suite 205, Miami Beach, Florida 33140

**ARTICLE XII
DUES**

The annual dues payable by members shall be such amount as may be determined by the Board of Directors from time to time.

**ARTICLE XIII
MEETING OF MEMBERS**

Section 1. The annual meeting of members for the election of the Board of directors shall be held at such time and in such manner as the By-Laws shall provide.

Section 2. The Corporation may provide in its By-Laws for regular meetings and special meetings of members, in addition to the annual meeting of members, and for due notice of all meetings of members.

Section 3. Twenty-five percent of members shall constitute a quorum for the holding of any meeting of members.

**ARTICLE XIV
DISSOLUTION AND LIQUIDATION**

This Corporation may be dissolved by the Board of Directors by two-thirds vote of the members present at a meeting held for such purposes. Upon the dissolution of the Corporation, the Board of Directors shall, after making provisions for the payment of all liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for purpose or purposes not inconsistent with the purposes for which the Corporation is organized.

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IN WITNESS WHEREOF, we, the undersigned subscribing incorporators, have herewith to this
29 day of October, 1996 for the purpose of forming this Corporation Not-For-Profit under the
laws of the State of Florida set our hands and seals this day.

Marti Constantino
Incorporator

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 29 day of October, 1996 by Marti Constantino who is personally known to me or who has produced a valid Florida Drivers License as identification and who did not take an oath.

Notary Public Yermy Del
My Commission Expires:



10/29/96

ACCEPTANCE OF REGISTERED AGENT

I having been named in these Articles of Incorporation to accept service of process for the within stated Corporation, at the place designated therein, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 29 day of October, 1996.

Marti Constantino
Registered Agent

vi.

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TALLAHASSEE, FLORIDA

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