

N97000000332

Requestor's Name



100002664281--8  
-10/15/98--01028--002  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Office Use Only

CORPO

NUMBER(S), (if known):

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time \_\_\_\_\_ ☐ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 OCT 15 PM 1:27

FILED

NEW FILINGS	
<input type="checkbox"/>	Profit
<input 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

N97000000332  
10-15-98  
Amend cwl  
10/98

NEBULA EDUCATIONAL ARTS AND CULTURAL OUTREACH, INC  
(present name)

**FIRST:** Amendment(s) adopted: (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETED.)

FILED  
98 OCT 15 PM 1:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**THIRD:** Adoption of Amendment (CHECK ONE)

- NEBULA EDUCATIONAL ARTS AND CULTURAL OUTREACH, INC

Corporation

VALMOND

X 10-06-98  
Date

Title

# ARTICLES OF INCORPORATION

OF

## NEBULA EDUCATIONAL ARTS AND CULTURAL OUTREACH, INC.

The undersigned, acting as Incorporator for the purpose of forming a not for profit Corporation under the provisions of Chapter 617 of the Florida Statutes, hereby delivers the following Articles of Incorporation for said Corporation to the Department of State of the State of Florida.

### ARTICLE I

#### NAME

The name of the Corporation is NEBULA EDUCATIONAL ARTS AND CULTURAL OUTREACH, INC.

### ARTICLE II

#### PURPOSE

The purpose for which the corporation is organized are as follows:

A. To develop cultural and academic programs which will foster the development of individuality, creativity, independence and imagination in young persons;

B. To develop cultural and academic programs, including but not limited to the music industry, which stress the strong moral development, knowledge, understanding, self-respect and respect for others;

C. To provide persons of all ages in the South Florida community, with the opportunity to grow and achieve their full intellectual, artistic, social, cultural and physical potential;

D. To provide the youth in the South Florida community with the opportunity to perform and showcase their talent, develop their creative and artistic awareness, and to enrich their cultural lives and improve their quality of life;

FILED  
98 OCT 15 PM 1:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

E. To develop a sense of responsibility in persons and positive attitudes towards self and persons of other races, ethnicities and cultures through performance and lecture, in the appreciation, awareness, culture and history of music;

F. To assist persons of all ages in the South Florida community to develop sound values and a strong sense of identity;

G. To provide persons with positive experiences that are needed for active participation in American life;

H. To collaborate with other institutions and agencies in areas of training, education, culture and social services in matters relating to the positive growth and development of the South Florida community;

I. To develop, produce and publish training, teaching and literary material for use and general upliftment of the South Florida community;

J. To provide consultative services to educational, training, social, technical and professional institutions, government agencies, public and private enterprises;

K. To buy, sell, manufacture, deal in goods, wares, and merchandise of every description and kind, pursuant to the laws of Florida, for the purpose of financing the activities of the corporation;

L. To purchase, own, lease, acquire, hold, manage, develop, operate, pledge and mortgage, either absolutely as owners, in trust or by way of collateral, security or otherwise, alone or jointly with others and either as principal or agent, property, real or personal, assets generally of any and every kind and description;

M. To apply gifts, grants, bequests and devices and the proceeds thereof in furtherance of the purposes of the Corporation;

N. To guarantee, with or without security, the performance of contracts, undertakings or obligations of any other person, firm or corporation;

O. To engage in or carry, pursuant to the laws of the City of Ft. Lauderdale, Broward County, and the State of Florida, any other trade or business whatsoever which can in the opinion of the Board of Directors, be advantageously carried on by the corporation in connection with or ancillary to the general business of the Corporation;

P. To do such things and to perform such acts to accomplish its purposes

as the Board of Directors may determine to be appropriate and as are not forbidden by Section 501 (c)(3) of the Code, with all powers conferred on not for profit corporations under the laws of the State of Florida.

Q. To receive and to administer funds and to operate exclusively for charitable, educational and artistic purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code of 1986, or comparable provisions of subsequent legislation and to give funds and property from time to time to other organizations to be used or held for use directly in carrying out one or more such purposes.

### **ARTICLE III**

#### **POWERS**

A. The Corporation shall possess and exercise all the powers and privileges granted by Chapter 607 and 617 of the Florida Statutes as they now exist or as they may be hereafter amended, or by any other law of Florida applicable in any manner to not for profit corporations limited only by the restrictions set forth in the Articles of Incorporation and in said Chapter 607 and 617 of the Florida Statutes.

B. 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 hereof. 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 or in opposition to 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, or the corresponding section of any future federal tax code, or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or the corresponding section of any future federal tax code.

## **ARTICLE IV**

### **NONSTOCK MEMBERSHIP CORPORATION**

The Corporation shall be organized as a nonstock membership corporation. Qualifications for members and the manner of their admission to membership in the Corporation shall be as regulated by the Bylaws of the Corporation.

## **ARTICLE V**

### **BOARD OF DIRECTORS**

All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, a Board of Directors, except as may be otherwise provided in these Articles of Incorporation or in the bylaws of the Corporation, or as may be otherwise required by any of the provisions of Chapters 607 or 617 of the Florida Statutes as they now exist or as they may be hereafter amended. The number of Directors shall be determined and fixed pursuant to the Bylaws of the Corporation, but shall consist of at least three (3) persons. The manner in which the directors shall be elected, appointed or removed shall be set forth in the Bylaws.

## **ARTICLE VI**

### **REGISTERED OFFICE AND REGISTERED AGENT**

The initial Registered Office and Registered Agent of the Corporation is:

J. Sherman Valmond  
9897 Nob Hill Lane  
Sunrise, FL 33351

The Principal Office of the corporation shall be at the same address.

## **ARTICLE VII**

### **INITIAL BOARD OF DIRECTORS**

The names and addresses of the persons who are to constitute and serve as the initial Board of Directors of the Corporation are:

J. Sherman Valmond  
9897 Nob Hill Lane  
Sunrise, FL 33351

James Hill  
450 N.W. 34th Ave  
Ft. Lauderdale, FL 33311

Dr. Hilroy Thomas  
P.O. Box 16081  
Plantation, FL 33318

Shera G. Spencer  
5950 W. Oakland Park Blvd  
Ste 103  
Lauderhill, FL 33313

Michele Scanlan  
9897 Nob Hill Lane  
Sunrise, FL 33351

Kathryn M. Mickle  
2430 Nassau Lane  
Ft. Lauderdale, FL 33312

Father Seamus O'Shaughnessy  
3640 N.W. 8th Street  
Ft. Lauderdale, FL 33311

Anthea Sutherland  
8650 S.W. 133 Avenue Road, Apt 222  
Miami, FL 33183

Christine Valdes  
2920 Begonia Way  
Cooper City, FL 33026

Gess LeBlanc, Ph.D  
750 East 236th Street  
Bronx, NY 10466

## **ARTICLE VIII**

### **INCORPORATOR**

The name and address of the Incorporator executing these Articles of Incorporation is:

J. Sherman Valmond  
9897 Nob Hill Lane  
Sunrise, FL 33351

## **ARTICLE IX**

### **BYLAWS**

The power to adopt, change, amend and repeal the Bylaws of the Corporation shall be vested solely in the Board of Directors of the Corporation.

## ARTICLE X

### TERM OF EXISTENCE

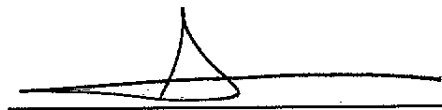
This Corporation is to exist perpetually.

## ARTICLE XI

### DISSOLUTION

Upon the dissolution of the Corporation, and subject to the provisions of Section 617.05 of the Florida Statutes as it now exists or as it may be hereafter amended, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all assets of the Corporation, if any, to such organization or organizations existing and operating exclusively for charitable, artistic or educational purposes and at that time qualified as an exempt organization or organizations under Section 501(c)(3) of the Code. Any assets not so disposed of shall be disposed of by a Court of competent jurisdiction of the county in which the principal office of the corporation is located, exclusively for such purposes or such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

IN WITNESS WHEREOF, the undersigned Incorporator and Registered Agent has hereunto set her hand and seal this 6th day of October, 1999, for the purpose of forming this Corporation not for profit under the laws of the State of Florida.

  
\_\_\_\_\_  
J. Sherman Valmond  
Incorporator/Resident Agent



**STATE OF FLORIDA  
COUNTY OF BROWARD**

**I HEREBY CERTIFY** that on this day before me, an officer duly qualified to take acknowledgments, personally appeared J. Sherman Valmond.

1. {X} to me personally known to be the person described herein and who executed the foregoing instrument, and acknowledged under oath that he executed the same.

OR

2. { } who produced identification in the form of \_\_\_\_\_, and acknowledged under oath before me that he executed the same.

WITNESS my hand and official seal in the County and State aforesaid this  
6th day of October, 1998

  
\_\_\_\_\_  
Notary Public

Sherma G. Spencer  
(Type/print Name of Notary)

My Commission Expires:



Sherma Spencer  
My Commission CC893110  
Expires October 30, 2001

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT/ REGISTERED OFFICE, IN THE STATE OF FLORIDA.

1. The name of the corporation is : NEBULA EDUCATIONAL ARTS AND CULTURAL OUTREACH, INC.
2. The name and address of the Registered Agent and Registered Office is:

J. Sherman Valmond  
9897 Nob Hill Lane  
Sunrise, FL 33351

*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.*

  
\_\_\_\_\_  
J. Sherman Valmond

10-6-78  
Date