

N 99 00000 1697

Payment for

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99 MAR 18 AM 10:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(1) Filing Fees - 35.00

(2) Registered Agent - 35.00

900002764829--5
-02/04/99-01068-006
*****78.75 *****78.75

(3) Certificate of Status - 8.75

TOTAL 78.75

Ruth Monteiro
1110 S.W. 19th St A411
Miami, FL 33157

305-252-7035

~~W-4977~~



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 8, 1999

RUTH MONTEIRO
11110 SW 196 ST #A-411
MIAMI, FL 33157

SUBJECT: NEW WAVE, INC.
Ref. Number: W99000003152

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for NEW WAVE, 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):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of 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) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 099A00005513

ARTICLES OF INCORPORATION OF

TEENS in ENTERTAINMENT AND CULTURAL ARTS (T.E.C.A.) Inc

The undersigned, acting as Incorporated 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 the State of Florida.

ARTICLE I

NAME

The name of the Corporation is:

TEENS in ENTERTAINMENT AND CULTURAL ARTS (T.E.C.A.) Inc

ARTICLE II

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

- A. To receive and to administer funds and to operate exclusively for religious, charitable, scientific, library or educational 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 directly in carrying out one or more such purposes.
- B. To acquire, own purchase, lease dispose of and deal with real and personal property and interests, either absolutely or in trust therein and to apply gifts, grants, bequests, and devises and the proceeds thereof in furtherance of the purposes of the Corporation.
- C. 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 law of the State of Florida.
- D. A not for profit cultural organization whose purpose is to provide cultural events, entertainment, exhibitions, and educational programs to promote and foster the patronage of the arts, as well as to encourage youth in building self-esteem and how to respond responsively as community citizens.

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ARTICLE III

POWERS

- A. The Corporation shall and exercises 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 Corporations shall insure to the benefit of, or be distributable to it's members, directors, trustees, 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 of otherwise attempting to influence legislation, and the Corporation shall not participate in, or 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 of the corresponding section of any future Federal Tax Code.

ARTICLE IV

NON STOCK MEMBERSHIP CORPORATION

The Corporation shall be organized as a non stock 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 the corporate powers shall be exercised by or under the authority of, and affairs of the Corporation shall be managed under the direction of, a Board of Directors, except as may otherwise provided in these Articles of Incorporation or in the bylaws of the Corporation, as may be otherwise required by any of the provisions of Chapter 607 and 617 of the Florida Statutes 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 or appointed shall be set forth in the Bylaws.

ARTICLE VI

REGISTERED OFFICE AND REGISTERED AGENT

The Initial Registered Agent of the Corporation is:

Ruth Monteiro
TEENS in ENTERTAINMENT AND CULTURAL ARTS (T.E.C.A.) Inc
11110 S.W. 196th St. A411
Miami, Florida 33157

The principle office of the Corporation shall be at the same address.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

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

Ruth Monteiro – President
11110 S.W. 196th St. #A-411
Miami, Florida 33157

Dennis Ferguson – Vice President
10820 S.W. 200th Dr. #129 South
Miami, Florida 33157

Ronald Phifer – Treasurer
11110 S.W. 196th St. #A-411
Miami, Florida 33157

Rebeka Martin – Secretary
1575 Lennox Ave. #5
North Miami, Florida 33020

ARTICLE VIII

INCORPORATOR

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

Ruth Monteiro
11110 S.W. 196th St. #A-411
Miami, Florida 33157

ARTICLE IX

BY LAWS

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

ARTICLE X

TERMS OF EXISTANCE

The 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 exist of as it may be hereafter amended, the Board of Directors shall, after paying of making provision for the payment of all liabilities of the Corporation, distribute all assets of the Corporation, if any, to such scientific, literary of educational purpose and 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 of by a Court of competent jurisdiction of the county in which the principle office of the Corporation is located, exclusively for such purposes or such organization or organizations, as said Court shall determine, which are organized and operate exclusively for such purpose.

IN WITNESS WHEREOF, the undersigned Incorporator and Registered Agent has hereto set his hand and seal the _____ day of _____, 1999, for the purpose of forming the Corporation not for profit under the laws of the State of Florida.

Name Ruth Monteiro 3/18/99 Date
Ruth Monteiro / Registered Agent

Names of Incorporator / Registered Agent

**Certificate of Designation of
Registered Agent / Registered Office**

Pursuant to the Provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned Corporation, organized under the State of Florida, submits the following statements in designating the Registered Agent / Registered Office, in the State of Florida.

1. The name of the organization is:
TEENS in ENTERTAINMENT AND CULTURAL ARTS (T.E.C.A.) Inc
2. The name and address of the Registered Agent and Registered Office is:
Ruth Monteiro
11110 S.W. 196th St. #A-411
Miami, Florida 33157

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 the 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.

Name Ruth Monteiro 3/12/99

Ruth Monteiro

Incorporator / Registered Agent

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