

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1 90 72 • Fax (850) 222-1222

N99000006578

Miami Cultural
Foundation, Inc

900003034699--4
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*****78.75 *****78.75

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- Art of Inc. File _____
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Trade/Service Mark _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
- Photo Copy _____
- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
- Courier **T. SMITH NOV 05 1999**

FILED
99 NOV -5 PM 3.34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
99 NOV -4 AM 10:30
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Signature _____

Requested by: LS 11/4/99 9:50

Name _____ Date 11-4-99 Time 9:50

Walk-In _____ Will Pick Up _____



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 4, 1999

CAPITAL CONNECTION, INC.

SUBJECT: MIAMI CULTURAL FOUNDATION, INC.
Ref. Number: W99000025554

We have received your document for MIAMI CULTURAL FOUNDATION, 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 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

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) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 899A00053398

Corrected

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 NOV -5 PM 12: 04

RECEIVED

ARTICLES OF INCORPORATION
OF
MIAMI CULTURAL FOUNDATION, INC.
(A Corporation Not for Profit)

FILED
99 NOV -5 PM 3:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, the undersigned, with other persons being desirous of forming a corporation for arts purposes under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

ARTICLE I

NAME

The name of the corporation shall be **MIAMI CULTURAL FOUNDATION, INC., A Corporation Not for Profit.**

ARTICLE II

PURPOSES

To impulse economical and cultural development for the under-privileged areas of Miami-Dade County, by a group of professionals and art advocates.

To act as a common voice for the fine arts education, development and promotions in Miami-Dade County, Florida.

To develop several and specialized programs dedicated to the identification and nurturance of creative potential in disciplines such as visual arts, music, dance, and literature.

To support the criteria that the arts can intervene and function as means of social improvement.

To recommend the housing of the cultural center at Little Havana and "Calle Ocho",

based on two different facts: One, Little Havana and "Calle Ocho" are the most international recognized sites of historical importance in Miami-Dade; Two, Little Havana is one of the four areas in the United States with the lowest income per capita and severe social problems.

To connect artists with audiences through exhibitions, performances, on-line programs and community outreach. To promote the richness of the cultural ambiance, and make of this center a landmark of international attraction.

The purpose is to help in bringing together the community by involving leaders, educators, and art advocates in a supportive manner both publicly and privately.

ARTICLE III

QUALIFICATION OF MEMBERS

The membership of the corporation shall consist of persons who qualify to the requirements set up by the officers on a non discriminating basis. Admission to membership shall be upon approval by 75% vote of the existing members.

ARTICLE IV

TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE V

SUBSCRIBERS

The names and addresses of the subscribers to these Articles are:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

<u>NAME</u>	<u>ADDRESS</u>
ROBERTO PONCIANO	1000 S.W. 5th Street Miami, Florida 33134
ARMANDO VALLADARES	10897 S.W. 152nd Place Miami, Florida 33197
SILVIA S. DORFSMAN	1215 San Miguel Coral Gables, Florida 33134

ARTICLE VI

OFFICERS

The officers of the corporation shall be a President, a Secretary, a Treasurer and other officers as may be provided in the By-Laws.

The names of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are:

<u>NAME</u>	<u>OFFICERS</u>
ARMANDO VALLADARES	President
SILVIA S. DORFSMAN	Vice-President
ROBERTO PONCIANO	Secretary
ROBERTO PONCIANO	Treasurer

The officers shall be elected at the annual meeting of the Board of Directors or as provided in the By-Laws.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

1215 San Miguel
Coral Gables, Florida 33134

The name of the initial registered agent of this corporation at that address is:

SILVIA S. DORFSMAN

ARTICLE VIII

MAILING ADDRESS

The mailing address of the corporation is:

1215 San Miguel
Coral Gables, Florida 33134

ARTICLE IX

BOARD OF DIRECTORS

The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than ~~three~~ (3).

The Board of Directors shall be members of the corporation. Members of the Board of Directors shall be elected and hold office in accordance with the By-Laws.

The names and addresses of the persons who are to serve as directors for the ensuing year, or until the first annual hearing and meeting of the corporation are:

<u>NAME</u>	<u>ADDRESS</u>
ROBERTO PONCIANO	1000 S.W. 5th Street Miami, Florida 33134
ARMANDO VALLADARES	10897 S.W. 152nd Place Miami, Florida 33197
SILVIA S. DORFSMAN	1215 San Miguel

Coral Gables, Florida 33134

ARTICLE X

BY-LAWS

The Board of Directors of this corporation may provide such By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Upon proper notice, the By-Laws may be amended, altered or rescinded by a majority vote of those members of the Board of Directors present at any regular meeting or at any special meeting called for that purpose.

ARTICLE XI

AMENDMENTS

These Articles of Incorporation may be amended at a special meeting of the corporation called for the purpose by a two thirds vote of those present.

Amendments may also be made at a regular meeting of the corporation upon notice given, as provided by the By-Laws of intention to submit such amendments.

ARTICLE XII

NON-PROFIT STATUS

No part of the net earning of the corporation shall inure to the benefit of any individual or member unless the same inures for such benefit because of services rendered to the corporation pursuant to the laws of the State of Florida governing proper payments for non-profit corporations.

ARTICLE XIII

INDEBTEDNESS

The highest amount of indebtedness of liability to which the corporation may at any time subject itself shall never be greater than 100% of the value of the property of the corporation.

ARTICLE XIV

DUES

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

ARTICLE XV

POWER

In order to promote the purposes of this corporation, it may acquire property by grant, gift, purchase or bequest, and hold and dispose of such property as the corporation shall require, for the benefit of the members and not for pecuniary profit. It shall also have the right and the power to sell or dispose of any assets of the corporation, including publication rights to any articles or publications approved by the corporation. In order to promote the purposes of this corporation, it may engage in any legal business activity for purposes of raising revenue for the herein non profit corporation. These powers do not exclude the powers enumerated in FS 617.021.

ARTICLE XVI

MEETINGS

The annual meeting for the elections of members of the Board of Directors shall be held as may be provided in the By-Laws.

The corporation may provide in its By-Laws for the holding of additional regular meetings and any special meeting and shall provide notice of all such meetings.

Fifty per cent plus one of the members shall constitute a quorum for the holding of any

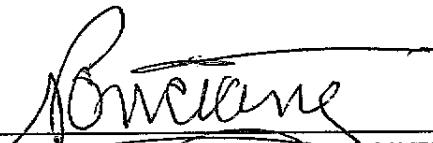
meeting.

ARTICLE XVII

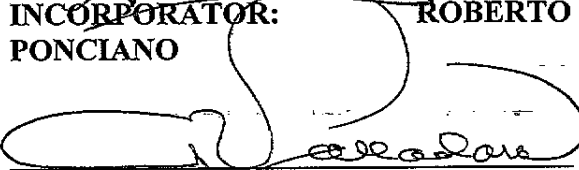
DISTRIBUTION OF ASSETS UPON DISSOLUTION

No person, firm or corporation shall ever receive any dividends of any kind of profits from the undertaking of this corporation and upon dissolution of this corporation all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations which have qualified for exemption under Section 501(c)(3) of the Internal Revenue Code or to the Federal Government, or to the State or local government, for a public purpose, which said purpose shall be in conformity with the purpose of this corporation, and none of the assets will be distributed to any member, officer or trustee of this corporation.


IN WITNESS WHEREOF, we, the undersigned subscribing incorporators, have hereunto set our hands and seals on this 2nd day of November, 1999, for the purpose of forming this corporation not for profit under the laws of the State of Florida.



INCORPORATOR: **ROBERTO**
PONCIANO



INCORPORATOR: **ARMANDO**
VALLADARES



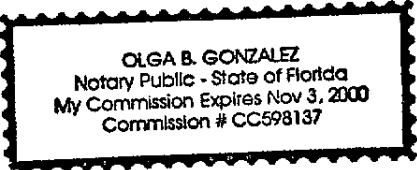
INCORPORATOR: **SILVIA S.**
DORFSMAN

STATE OF FLORIDA)
 (SS

COUNTY OF MIAMI-DADE)

BEFORE ME, a notary public, authorized to take acknowledgment in the State and County, set forth above, personally appeared **ROBERTO PONCIANO**, known to me and known to be the persons who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed these Articles of Incorporation, that I relied upon the following form(s) of identification of the above-named person(s): Valid Florida Driver's License and that an oath (was) (was not) taken.

IN WITNESS WHEREOF, he has hereunto set his hands and affixed his official seal, in the State and County aforesaid, this 2nd day of November, 1999.



[Signature]
NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

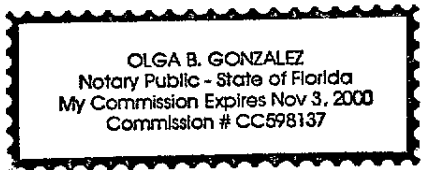
My Commission Expires:

STATE OF FLORIDA)
(SS
COUNTY OF MIAMI-DADE)

BEFORE ME, a notary public, authorized to take acknowledgment in the State and County, set forth above, personally appeared **ARMANDO VALLADARES**, known to me and known to be the persons who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed these Articles of Incorporation, that I relied upon the following form(s) of identification of the above-named person(s): Valid Florida Driver's License and that an oath (was) (was not) taken.

IN WITNESS WHEREOF, he has hereunto set his hands and affixed his official seal, in

the State and County aforesaid, this 2nd day of November, 1999.



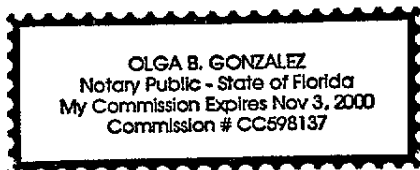
NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

My Commission Expires:

STATE OF FLORIDA)
 (SS
COUNTY OF MIAMI-DADE)

BEFORE ME, a notary public, authorized to take acknowledgment in the State and County, set forth above, personally appeared **SILVIA S. DORFSMAN**, known to me and known to be the person who executed the foregoing Articles of Incorporation and she acknowledged before me that she executed these Articles of Incorporation, that I relied upon the following form(s) of identification of the above-named person(s): Valid Florida Driver's License and that an oath (was) (was not) taken.

IN WITNESS WHEREOF, she has hereunto set her hands and affixed her official seal, in the State and County aforesaid, this 2nd day of November, 1999.



NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

My Commission Expires:

CERTIFICATE OF REGISTERED AGENT

Having been named to accept service of process for the above corporation at the place designated in these Articles of Incorporation, 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.


SILVIA S. DORFSMAN
Registered Agent

Dated: November 2, 1999

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA