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**ARTICLES OF INCORPORATION  
OF  
GUITARS OVER GUNS OPERATION, INC.**

**A Florida "Not for Profit" Corporation**

The undersigned, acting as incorporator of a corporation under Chapter 617 of Florida Statutes, adopts the following Articles of Incorporation:

**A. NAME OF CORPORATION:** The name of the corporation is Guitars Over Guns Operation, Inc.

**B. PRINCIPAL OFFICE:** The principal office of the corporation is located at Guitars Over Guns Operation, Inc., c/o Communities IN Schools of Miami, 11965 S.W. 142nd Terrace, Unit 102, Miami, Florida 33186.

**C. MAILING ADDRESS:** The mailing address of the corporation is Guitars Over Guns Operation, Inc., c/o Robert Bernstein, Prism Family Office, 191 North Wacker Drive, Suite 2350, Chicago, Illinois 60606.

**D. REGISTERED AGENT:** The name of the registered agent of the corporation is Communities IN Schools of Miami. The address of this registered agent is 11965 S.W. 142nd Terrace, Unit 102, Miami, Florida 33186.

**E. DURATION/MEMBERSHIP:** The period of duration is perpetual. The qualification for members, if any, and the manner of their admission shall be regulated by the bylaws.

**F. BOARD OF DIRECTORS:** The method of selection of the Board of Directors and number of directors shall be stated in the bylaws. The initial members of the Board of Directors shall be Frank Chadwyk Bernstein, Kathy Bernstein, Robert Bernstein, DD Eisenberg, Richard Jacobs, Elizabeth Mejia, Peter Raffalski, William Milliken, Alison Hadler, Philip Maranges, Juan Turros, and Troy Stremier.

**G. INCORPORATORS:** The name and address of the incorporator is: Joshua M. Kays, Esq. McDermott Will & Emery, LLP, 201 South Biscayne Boulevard, Suite 2200, Miami, Florida 33131.

**H. CORPORATE PURPOSES:** The purposes for which this corporation is formed are exclusively charitable and educational and consist of the following:

1. To provide relief to the poor, the distressed and the underprivileged by engaging in or supporting educational and charitable activities to create jobs, eliminate blight, and provide needed services.

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2. To lessen the burdens of government, lessen neighborhood tensions, eliminate prejudice, eliminate discrimination, and combat community deterioration.
3. To aid, support, and assist by gifts, contributions, or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable, educational or scientific purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.
4. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.
5. All of the foregoing purposes shall be exercised exclusively charitable and educational purposes in such a manner that the Corporation will qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

**I. 501(c)(3) LIMITATIONS**

1. **CORPORATE PURPOSES:** Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.
2. **EXCLUSIVITY:** The Corporation is organized exclusively for charitable and educational purposes.
3. **NO PRIVATE INUREMENT:** The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.
4. **LOBBYING AND POLITICAL CAMPAIGNS:** No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of or in opposition to any candidate for public office.
5. **DISSOLUTION:** Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an

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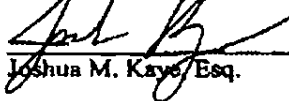
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organization selected by the Board of Directors recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

J. **INDEMNIFICATION** - Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article J.

**EXECUTION**

These Articles of Incorporation are hereby executed by the incorporator on this 12 day of May, 2008.

  
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Joshua M. Kaye, Esq.

**REGISTERED AGENT'S  
ACCEPTANCE OF APPOINTMENT**

I hereby accept my appointment as registered agent for Guitars Over Guns Operation, Inc., a Florida not for profit corporation.

**COMMUNITIES IN SCHOOLS OF MIAMI**

  
\_\_\_\_\_  
Name: Elizabeth Mejia, Executive Director

May 8, 2008

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