

ND8000004627

(Requestor's Name)

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PICK-UP WAIT MAIL

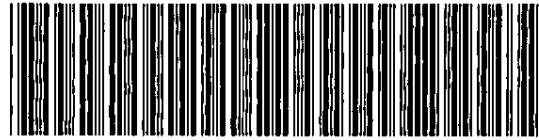
(Business Entity Name)

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Amended/Restated
CC
@ 8/8/13



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 756375 4369500

AUTHORIZATION :

Spudde man

COST LIMIT : \$ 43.75

ORDER DATE : August 7, 2013

ORDER TIME : 5:28 PM

ORDER NO. : 756375-010

CUSTOMER NO: 4369500

DOMESTIC AMENDMENT FILING

NAME: GUITARS OVER GUNS OPERATION,
INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap -- EXT# 52951

EXAMINER'S INITIALS:

Car

CERTIFICATE TO:

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
GUITARS OVER GUNS OPERATION, INC.
A Florida "Not for Profit" Corporation**

FILED
13 AUG -8 PM 1:37

Document No. N08000004627

The undersigned certifies that:

1. I am the President of Guitars Over Guns Operation, Inc., a Florida not for profit corporation (the "Corporation") which was formed with the Secretary of State of the State of Florida on May 12, 2008 under Florida Document No. N08000004627.
2. Pursuant to the provisions of Section 617.1007 of the Florida Not For Profit Corporation Act, upon the filing of the Amended and Restated Articles of Incorporation (the "Amended and Restated Articles"), the Corporation will change its name to Guitars Over Guns Organization, Inc. and its Articles of Incorporation will read, in their entirety, as attached hereto as Exhibit A.
3. The Amended and Restated Articles were duly adopted on August 7, 2013, by the Members and Board of Directors of the Corporation and the number of votes cast were sufficient for approval to amend and restate the Corporation's Articles of Incorporation.

Dated this 7th day of August, 2013.

Guitars Over Guns Operation, Inc.



Frank C. Bernstein
President

EXHIBIT A

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
GUITARS OVER GUNS ORGANIZATION, INC.
A Florida "Not for Profit" Corporation**

Document No. N08000004627

ARTICLE I

NAME

The name of the corporation is Guitars Over Guns Organization, Inc. (the "Corporation").

ARTICLE II

PRINCIPAL OFFICE

The principal office and mailing address of the Corporation is 1439 Miller Road, Coral Gables, Florida 33146.

ARTICLE III

REGISTERED AGENT

The name of the registered agent of the Corporation is Frank C. Bernstein and the street address of the registered office is 1439 Miller Road, Coral Gables, Florida 33146.

ARTICLE IV

DURATION/MEMBERSHIP

The period of duration is perpetual. The qualification for Members and the manner of their admission shall be regulated by the bylaws.

ARTICLE V

BOARD OF DIRECTORS

The method of selection of the Board of Directors and number of Directors shall be stated in the bylaws.

ARTICLE VI

CORPORATE PURPOSES

The Corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") 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, and, in furtherance of these purposes, the Corporation may:

(i) Lessen the burdens of government, lessen neighborhood tensions, eliminate prejudice, eliminate discrimination, and combat community deterioration; and

(ii) Otherwise operate exclusively for Section 501(c)(3) purposes, in the course of which operation:

(1) 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 above;

(2) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except to the extent permitted pursuant to an election made under Section 501(h) of the Code), 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; and

(3) The Corporation shall not carry on any activities not permitted to be carried on (A) by a corporation exempt from federal income tax and described in Section 501(c)(3) of the Code or (B) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE VII

DISSOLUTION

Upon dissolution or liquidation of the Corporation, the Board of Directors of the Corporation shall dispose of all remaining assets of the Corporation after paying or making provision for the payment of all of the liabilities of the Corporation exclusively for the purposes of the Corporation by transferring such assets to such organization or organizations organized and operated exclusively for charitable, scientific, or educational purposes and qualified as a tax-exempt organization or organizations described in Section 501(c)(3) of the Code, as the Board of Directors of the Corporation shall determine. Any of such assets not so disposed of shall be disposed of by the court of general jurisdiction of the county in which the principal

office of the Corporation is then located, exclusively for the purposes of the Corporation in such manner, or to such tax-exempt organization or organizations described in Section 501(c)(3) of the Code, as said court shall determine.

ARTICLE VIII

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 or she is or was a Member, 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 her (or by his or her heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, to the fullest extent permitted by the laws of the State of Florida as the same exists or may hereafter be amended. No repeal or amendment of this Article VIII shall adversely affect any right or protection of a Member, Director or Officer of the Corporation existing at the time of such repeal or amendment. Such right of indemnification shall not be deemed exclusive of any other rights to which such Member, Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article VIII.

* * * * *

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation as of this 7th day of August, 2013.

Guitars Over Guns Organization, Inc.


By: 

Name: Frank C. Bernstein

Title: President

**CERTIFICATE ACCEPTING DESIGNATION AS AN AGENT
UPON WHOM SERVICE OF PROCESS WITHIN
THIS STATE MAY BE SERVED**

The undersigned hereby accepts the appointment as registered agent contained in the foregoing Amended and Restated Articles of Incorporation of Guitars Over Guns Organization, Inc., a Florida not for profit corporation, and is familiar with and accepts the obligations of Section 617.0503 of the Florida Business Corporation Act.



Frank C. Bernstein