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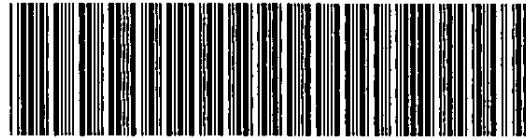
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Musical Cares, Inc.

DOCUMENT NUMBER: N11000000812

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Jonathan Bloom

(Name of Contact Person)

(Firm/ Company)

17929 Boniello Dr

(Address)

Boca Raton, FL 33496

(City/ State and Zip Code)

jbloom@bloom-freeling.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jonathan Bloom

(Name of Contact Person)

at (561) 542-0288

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☒ \$35 Filing Fee	☐ \$43.75 Filing Fee &	☐ \$43.75 Filing Fee &	☐ \$52.50 Filing Fee
Certificate of Status	Certified Copy	Certificate of Status	Certified Copy
	(Additional copy is	(Additional Copy is	
enclosed)		enclosed)	

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**Articles of Amendment
To
Articles of Incorporation
Of**

FILED
12 DEC 17 PM 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Musical Cares, Inc.

(Name of corporation as currently filed with the Florida Dept. of State)

N11000000812

(Document number of corporation)

Pursuant to the provisions of section 617.1006, Florida Statutes, this ***Florida Not For Profit Corporation*** adopts the following amendments to its Articles of Incorporation:

Musical Cares, Inc. has adopted the following Amendments to our Articles and is hereby filing our Amendments with the Secretary of State. The Amendments do not require approval of members. The Amendments were approved by a sufficient vote of the Board of Directors.

Amendment 1. Date Adopted December 7, 2012

Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

The specific purpose of the organization is to help and positively impact kids through music by collecting, recycling and donating musical instruments to children, schools and programs that are in need of such instruments.

Amendment 2. Date Adopted December 7, 2012

Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a Court of Competent Jurisdiction of the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Amendment 3.

Date Adopted December 7, 2012

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 section 501(c)(3) purposes. No substantial part of the activities of the corporation shall be carrying on of propaganda, 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.

The date of adoption of the amendments was:

12/07/2012

Adoption of Amendments

There are no members or members entitled to vote on the amendment. The amendments were adopted by the board of directors.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment this 7th day of December, 2012.

Name Jonathan Bloom

Signature  _____

Title President