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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: MAS WARRIORS SOCIAL CULTURAL CLUB, INC.

DOCUMENT NUMBER: N 04000004927

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

Please return all correspondence concerning this matter to the following:

Claudette A. Marryshow

(Name of Contact Person)

Mas Warriors Social

(Firm/ Company)

17730 NW 27th Ave

(Address)

Miami Gardens, FL 33056

(City/ State and Zip Code)

For further information concerning this matter, please call:

Claudette Marryshow

(Name of Contact Person)

at (754) 423-3714

(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 &
Certificate of Status

☒ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is 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

Mas Warriors Social Cultural Club, Inc.

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

N 04000004927

(Document Number of Corporation (if known))

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

A. If amending name, enter the new name of the corporation:

N/A

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or " Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

N/A

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

N/A

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

N/A

New Registered Office Address:

(Florida street address)

(City)

Florida

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

N/A

Signature of New Registered Agent, if changing

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If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:
(Attach additional sheets, if necessary)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
	N/A		<input type="checkbox"/> Add <input type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

ARTICLE III: The purpose of the Corporation is: see Attachment I, p.1. ■

ARTICLE IV: Manner of Election of Directors, see Attachment II, p.2 ■

ARTICLE VII: MEMBERSHIP AMENDED, see Attachment III, p.3. ■

ARTICLE VIII: RESTRICTIONS ON ACTIVITIES, see Attachment IV, p.4 ■

ARTICLE IX: AMENDMENTS. See Attachment V, p.5 ■

ARTICLE X: DISTRIBUTION OF ASSETS. See Attachment VI, p.6. ■

ARTICLE XI: CONFLICT OF INTEREST. See Attachment VII, p.7. ■

The date of each amendment(s) adoption: DECEMBER 14th, 2008.

Effective date if applicable:

(no more than 90 days after amendment file date)

Adoption of Amendment(s)

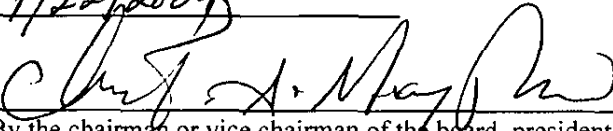
(CHECK ONE)

- ☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated

1/22/2009

Signature



(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

CLAUDETTE A. MARRYSHON

(Typed or printed name of person signing)

PRESIDENT

(Title of person signing)

Attachment I

ARTICLE III: PURPOSE

The Corporation is organized and operated exclusively for religious, charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any future corresponding provision of any future United States Internal Revenue Law; or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or any future corresponding provision of any future United States Internal Revenue Law.

The purpose of the Corporation is: The primary purpose of this organization is to develop and promote the musical art form of the steel pan and the cultural art expressions of the West Indies. The corporation will focus on the development of the steel pan and West Indian culture through educational and musical activities designed to promote knowledge and understanding of the instrument and the culture of the islands. The corporation will provide steel band and cultural art training, education and entertainment to youth, young adults and adults. The Corporation will concentrate its efforts in the Miami-Dade County but will also be active at the State and Federal levels to assist in the promotion and development of the steel drum and West Indian cultural art expressions through educational activities.

Attachment II

ARTICLE IV
MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is:

The Board of Directors shall consist of four members who will be elected by the incorporators by a majority vote.

The Board of Directors will hold that position for a period of five years (5) and could be re – elected upon completion of their term in office.

The Board of Directors shall be responsible for scheduling monthly meetings and overseeing the affairs of the organization.

The Board of Directors will be responsible for electing an Executive Director, Secretary and Treasurer and outlining the detailed functions for all positions as well as the organization's members.

Vacancies will be filled by a majority vote by the Board of Directors.

The Board of Directors will be responsible for the establishment of all by – laws of the organization as well as the legal, financial and operational functions of the organization.

The Board of Directors will be governed by the organizations by – laws and the laws governing the State of Florida.

Attachment III

ARTICLE VII: MEMBERSHIP

The Corporation shall be non-membership.

Attachment IV

ARTICLE VIII: RESTRICTIONS ON ACTIVITIES

No substantial part of the activities of this corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, nor shall this corporation participate in, or intervene in, any political campaign or candidacy for public office.

Attachment V

ARTICLE IX: AMENDMENTS

These Articles of Incorporation may be amended at any regular or special meeting of the Board of Directors by a majority vote of those present, provided that notice of the intent to submit amendments shall have been given as provided by the By-Laws.

Attachment VI

ARTICLE X: DISTRIBUTION OF ASSETS UPON DISSOLUTION

The property of the Corporation is irrevocably dedicated to charitable and educational purposes and no part of the net income or assets of the Corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon dissolution or winding up of the Corporation its assets remaining after payment or provision for payment of all debts and liabilities of the Corporation shall be distributed to a not-for-profit fund, foundation or corporation which is organized and operated exclusively for charitable and educational purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

Attachment VII

ARTICLE XI: CONFLICT OF INTEREST

1. No member of the Board of Directors shall derive any personal profit or gain for themselves, their relatives or friends, directly or indirectly by reason of his or her participation within the corporation, except by agreed to by three quarters of the board vote.
2. Each member must disclose any personal any personal interest that he or she may have in any matter pending before the board and shall refrain from any discussion on that matter. A conflicting board member will not be counted in quorum in matters where there is a conflict of interest.
3. Each board member must submit an annual statement must agree to these general principles and disclose any potential conflict.