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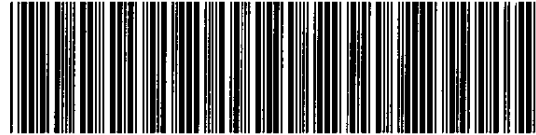
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*Ames
Registered
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 LAW OFFICES OF
W. TIMOTHY WEEKLEY, P.A.

OLD CITY BUILDING
201 EAST GOVERNMENT ST., STE. 20
PENSACOLA, FL 32502
TEL: (850) 433-6264
FAX: (850) 433-6222
www.wtimothyweekley.com

16 April 2008

Florida Department of State
Attn. Amendments Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: The Southern Legends Entertainment and Performing Arts Hall of Fame, Inc.

Dear Sir or Madam:

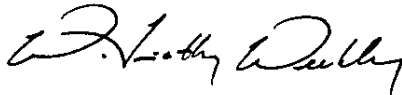
The enclosed duplicate copies of Amended and Restated Articles of Incorporation are submitted for filing. Please find a check in the amount of \$47.50 for the required amendment fees and two (2) certified copies.

Please return all correspondence concerning this matter to the following:

W. Timothy Weekley
W. Timothy Weekley, P.A.
201 E. Government Street, Suite 20
Pensacola, FL 32502

For further information concerning this matter, please feel free to call me at (850) 433-6264.

Kindest Regards,



W. Timothy Weekley

WTW/slb

Enclosures: Check No.1521 in the amount of \$47.50

Two (2) copies of the Amended and Restated Articles of Incorporation of The Southern Legends Entertainment and Performing Arts Hall of Fame, Inc.

cc: Bobby Morris

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE SOUTHERN LEGENDS ENTERTAINMENT
AND PERFORMING ARTS HALL OF FAME, INC.**

INTRODUCTION

The Southern Legends Entertainment and Performing Arts Hall of Fame, Inc., a corporation not for profit under the laws of the State of Florida, having its principal office at 1617 Pine Lane Drive, Cantonment, Florida 32533, does hereby amend and restate its Articles of Incorporation previously filed with the Secretary of State of Florida.

The name of the Corporation is The Southern Legends Entertainment and Performing Arts Hall of Fame, Inc. This Corporation was originally incorporated under the laws of Florida pursuant to Articles of Incorporation filed with the Secretary of State of Florida on 29 September 2005.

These Amended and Restated Articles of were adopted by unanimous vote of the Board of Directors of this corporation on 14 November 2007. There are no members.

The Articles of Incorporation of the Corporation as previously amended are hereby amended by striking out in their entirety Articles I through VII inclusive, and by substituting in lieu thereof the following:

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ARTICLE I

CORPORATION

- 1.1 Name.** The name of the corporation shall be The Southern Legends Entertainment and Performing Arts Hall of Fame, Inc., a Florida nonprofit corporation (the "Corporation").
- 1.2 Non-Stock Status.** The Corporation shall be without capital stock and will not operate for profit.
- 1.3 Term.** The term for which this Corporation shall exist is perpetual.

ARTICLE II

STATEMENT OF PURPOSE

- 2.1 Statement of Purpose.** The Corporation is organized exclusively for charitable, religious, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law)(the "Code"), including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. The Corporation's purposes shall include:
- 2.1-a** To honor southern artists who pioneered southern originating music, to educate and preserve southern originating music and its heritage.
 - 2.1-b** Raise funds from the public and from all other sources available; receive and maintain such funds and expend principal and income therefrom in support of or in the furtherance of its charitable purposes.
 - 2.1-c** Acquire, own, use, lease as lessor or lessee, convey and otherwise deal in and with real and personal property and any interest therein, all in support of or in the furtherance of its charitable purposes.
 - 2.1-d** Contract with other organizations (for profit and nonprofit), with individuals and with governmental agencies in support of or in furtherance of its charitable purposes.
 - 2.1-e** Establish, develop, sponsor, promote and/or conduct educational programs and other charitable activities, all in promotion and support of or in the furtherance of its charitable purposes.
 - 2.1-f** Receive donations, devises, bequests, legacies, gifts and other contributions in money or in property without limitation as to amount or value, except such limitation, if any, as may be specifically imposed by law, and to employ the same for the furtherance and development of such one or more of the aforesaid purposes of the Corporation as the Directors shall in their absolute discretion from time to time determine and under such conditions as they may from time to time determine;

- 2.1-g** Invest and reinvest any funds of the Corporation in bonds, stocks, securities, mortgages, real estate, or any interest or estate therein, and any other medium of investment, and deal with and expend the funds of the Corporation and the income therefrom in such manner as in the judgment of the Directors will best promote the objectives of the Corporation;
- 2.1-h** Borrow money and issue, sell, pledge or otherwise dispose of its bonds, bills of exchange, notes, debentures, warrants, trust certificates and other obligations and evidence of indebtedness, and secure the same by mortgage, pledge, trust, assignment and reassignment of accounts receivable or other instruments evidencing property rights of the Corporation.
- 2.1-i** Engage in any lawful activities within the purposes for which a corporation may be organized under the Florida Not For Profit Corporations Act ("the Act"), as it may be amended from time to time, which are in furtherance of or in support its charitable purposes.
- 2.1-j** Otherwise operate in support of or in furtherance of the charitable purposes of the organization, and do so exclusively for charitable or education purposes within the meaning of Section 501(c)(3) of the Code and in the course of such operation:
- (i) 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 unless allowed by Section 501(c)(3) of the Code and the Act excepted 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 herein.
 - (ii) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, 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 political office.
 - (iii) Notwithstanding any other provisions of the Corporation's Governing Documents, 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 Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE III

PRINCIPLE AGENT, REGISTERED AND PRINCIPAL OFFICE

3.1 Registered Agent. The name and address of the Corporation's initial registered agent for service of process, at the time of execution of these Articles of Incorporation, are:

Robert L. Morris
1617 Pine Lane Drive
Cantonment, FL 32533

3.2 Registered and Principal Office. At the time of execution of these Articles of Incorporation, the mailing address for the registered office of the Corporation, which shall be the same as its principle place of business, is 1617 Pine Lane Drive, Cantonment, Florida 32533.

ARTICLE IV

BOARD OF DIRECTORS

4.1 Powers and Responsibilities. The business, property, affairs and funds of the Corporation shall be managed, supervised and controlled by its Board of Directors who shall exercise all of the powers of the Corporation, subject to the limitations contained in the Governing Documents of the Corporation and applicable law.

4.2 Number and Appointment. The Initial Board of Directors shall consist of five (5) members. The number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than three. The names and addresses of the persons who will serve on the initial board of directors are:

Names	Addresses
Robert L. Morris	1617 Pine Lane Drive Cantonment, FL 32533
H.T. Henry	1616 High Meadows Drive Choctaw, OK 73020
Jim Case	408 Westland Street Portland, TN 37148
Robert Sullivan	Route 1, Box 119 McAlester, OK
Thomas Reeder	14453 Gold Oak Road Centerville, VA 20121

ARTICLE V

PROVISIONS FOR REGULATION AND CONDUCT OF THE AFFAIRS OF CORPORATION

5.1 Amendments. The power to approve changes to the Government Documents of the Corporation shall be vested in the Corporation's Board. The Governing Documents of the Corporation may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with the applicable law of the State of Florida.

5.2' Disposition of Assets. Upon dissolution of the Corporation, the disposition of all the assets of the Corporation shall be in a manner as provided by the Board of Directors and in accordance with the following:

5.2-a The paying of or making of provision of the payment of all of the liabilities, direct or indirect, contingent or otherwise, including without limitation, all liabilities evidenced in all outstanding loan agreements, credit agreements, master indentures and other similar documents.

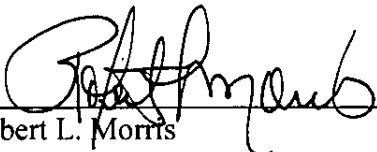
5.2-b Subject to compliance with the dissolution principles of the Corporate Members, all assets remaining after the payment of all of the liabilities of the Corporation shall be distributed to other exempt organization(s) under Section 501(c)(3) of the Code as shall be determined by the Board of Directors.

5.2-c Any other assets not so disposed of shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principle office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

5.3 Business Affairs. The Corporation shall conduct its affairs in accord with policies, procedures, directives and guidelines established from time to time by the Board of Directors.

5.4 Indemnification. The Corporation shall indemnify past or present Directors and officers of the Corporation in accordance with its Bylaws and to the fullest extent permitted by the Act and the Florida Business Corporations Act, insofar as applicable to a corporation not for profit under Florida law as amended from time to time.

IN WITNESS WHEREOF, I, the undersigned Incorporator, do hereby execute these Articles of Incorporation in duplicate and verify and affirm under the penalties of perjury that the facts stated herein are true to the best of my knowledge and belief.



Robert L. Morris
Incorporator

4/16/2008

Date

ACCEPTANCE AS REGISTERED AGENT

I, Robert L. Morris, do hereby accept appointment as Registered Agent of The Southern Legends Entertainment and Performing Arts Hall of Fame, Inc., a corporation organized not for profit under the laws of the State of Florida, and am familiar with and accept the obligations of that position pursuant to F.S. 607.0501.

Robert L. Morris
Robert L. Morris
Registered Agent

4/16/2008
Date

The foregoing instrument was acknowledged before me this 16 day of April, 2008, by Robert L. Morris, who is personally known to me or who produced M620-772-41-390-0 as identification and who did/did not take an oath.

Shannon Barlow
Notary Public
State of Florida at Large
My Commission Expires: _____

