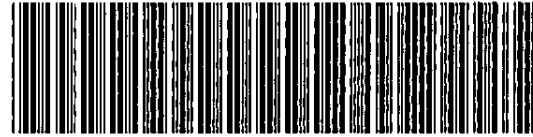


1108000004122



900210070439

FROM: (PLEASE PRINT) PHONE (321) 960-0349

Brevard Music Aid, Inc.
c/o Quinlivan
513 Eleuthera Lane
Indian Harbour Bch, FL 32937

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies ☒ Certificates of Status ☐

Special Instructions to Filing Officer:

Office Use Only

07/20/11--01016--009 **43.75

FILED
2011 JUL 20 AM 10:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Approved &
Notarized
Art. c. 105
SJ 7-21-11

Brevard Music Aid, Inc.
927 East New Haven Avenue
Suite 211
Melbourne, Florida 32901

July 18, 2011

Via Express Mail

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

Re: Brevard Music Aid, Inc.
Amended and Restated Articles of Incorporation

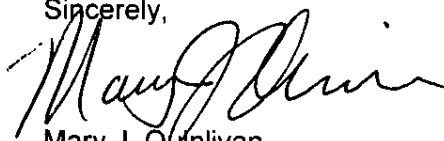
Dear Sir or Madam:

Enclosed please find the Amended and Restated Articles of Incorporation of Brevard Music Aid, Inc., together with a copy of the Articles (for the certification) and a check in the amount of forty-three and 75/100 dollars (\$43.75) representing the following:

Filing Fee	\$35.00
Certified Copy:	<u>\$ 8.75</u>
Total	\$43.75

Please use the enclosed self-addressed, postage paid Express Mail envelope to return the Certified Copy to me at 513 Eleuthera Lane, Indian Harbour Beach, FL 32937. Please call me at (321) 960-0349, or e-mail me at jodyq@cfl.rr.com if you have any questions. Thank you for your assistance with this matter.

Sincerely,



Mary J. Quinlivan
Vice President/Secretary

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BREVARD MUSIC AID, INC.**

FILED
2017 JUL 20 AM 10:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1007, Florida Statutes, this Florida Not For Profit Corporation adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I - NAME

The name of the Corporation shall be BREVARD MUSIC AID, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be:

927 East New Haven Avenue
Suite 211
Melbourne, Florida 32901

ARTICLE III - PURPOSES

The purposes for which this Corporation is formed educational and consist of the following:

(a) This Corporation is formed exclusively purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue law.

(b) To aid, support, and assist by gifts, income households that earn the majority of their income from the service industry in Brevard County.

(c) 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, associations, trusts, institutions, foundations, or governmental bureaus, departments or agencies.

(d) All of the foregoing purposes shall be exercised exclusively for 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 or the corresponding provision of any future United States Internal Revenue law.

ORIGINAL

(e) 501(c)(3) LIMITATIONS

1. Corporate Purposes: Notwithstanding any other provision of these Articles, this Corporation shall not carry out any activities not permitted to be carried out by an organization exempt from federal and state income tax under section 501(c)(3) of the Internal Revenue Code, 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: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Officers, Directors 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 in this Article III.

4. Anti-Lobbying And Political Campaigning: 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 any candidate for public office.

5. Dissolution: Upon winding up and dissolution of the Corporation, assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code 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.

6. "Private Foundation" Provisions: In the event this Corporation is considered to be a "Private Foundation" by the U.S. Internal Revenue Service under provisions of the United States Code the following provisions apply:

(i) The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(ii) The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(iii) The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(iv) The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(v) The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

7. **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 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 of administrators) may be entitled apart from this Article.

ARTICLE IV - DURATION/MEMBERSHIP

The period of duration of the Corporation is perpetual. There Corporation has no members.

ARTICLE V - INITIAL BOARD OF DIRECTORS/OFFICERS AND MANNER OF ELECTION

The names and addresses of the initial Board of Directors of the Corporation are:

Louis Andrus
927 East New Haven Avenue, Suite 211
Melbourne, Florida 32901

Amalia Sigafoos
927 East New Haven Avenue, Suite 211
Melbourne, Florida 32901

J.J. Hollis
927 East New Haven Avenue, Suite 211
Melbourne, Florida 32901

The names and addresses of the initial Officers of the Corporation are:

President/Treasurer Heike Clarke
927 East New Haven Avenue, Suite 211
Melbourne, Florida 32901

Vice President/Secretary Mary J. Quinlivan
927 East New Haven Avenue, Suite 211
Melbourne, Florida 32901

The manner in which the Officers and Directors are elected, re-elected or appointed and their respective terms shall be set forth in the Corporation's Bylaws.

ARTICLE VI - INITIAL REGISTERED AGENT AND INCORPORATOR

The name and address of the Registered Agent is:

Heike Clarke
41 Emerson Drive, NW
Palm Bay, FL 32907

ARTICLE VI - INCORPORATOR

The name and address of the Incorporator is:

Heike Clarke
927 East New Haven Avenue
Suite 211
Melbourne, Florida 32901

CERTIFICATE PURSUANT TO SECTION 617.1007, FLA. STAT.

These Amended and Restated Articles of Incorporation of BREVARD MUSIC AID, INC. do not contain an amendment requiring member approval.

These Amended and Restated Articles of Incorporation of BREVARD MUSIC AID, INC. were adopted by the Board of Directors.

These duly adopted Amended and Restated Articles of Incorporation of BREVARD MUSIC AID, INC. supersede the original Articles of Incorporation and any amendments thereto.

Dated: July 13, 2011

BREVARD MUSIC AID, INC.

By: _____

Heike Clarke

Heike Clarke, President