

N08000008864

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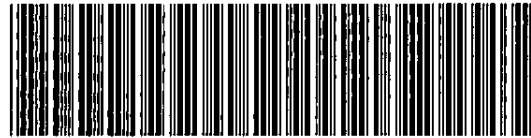
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: ROCK THE RED INC.

DOCUMENT NUMBER: N08000008864

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

Please return all correspondence concerning this matter to the following:

James Hatfield

(Name of Contact Person)

St. Johns Law Group

(Firm/ Company)

509 Anastasia Blvd.

(Address)

Saint Augustine, Florida 32080

(City/ State and Zip Code)

jameshatfield@sjlawgroup.com

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

For further information concerning this matter, please call:

James Hatfield

(Name of Contact Person)

at (904)

495-0400

(Area Code & Daytime Telephone Number)

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

- | | | | |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$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

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

ROCK THE RED INC.

The undersigned, for the purpose of amending and restating the Articles of Incorporation of ROCK THE RED INC., a not-for-profit corporation formed under Florida Statutes, hereby makes, acknowledges, and files the following Amended and Restated Articles of Incorporation.

ARTICLE 1 – NAME

The name of the Corporation shall be **ROCK THE RED INC.**

ARTICLE 2 – ADDRESS

The principal place of business of the Corporation shall be 1093 A1A Beach Boulevard, #133, Saint Augustine, Florida 32080; and the mailing address shall be 1093 A1A Beach Boulevard, #133, Saint Augustine, Florida 32080.

ARTICLE 3 – EFFECTIVE DATE

These Amended and Restated Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 4 – PURPOSES AND POWERS

Said corporation 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 section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

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 the purposes set forth in Article Third hereof. 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 public office. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in

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TALLAHASSEE, FLORIDA

any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

Upon the 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 so 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 organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 5 – REGISTERED OFFICE AND REGISTERED AGENT

The name and the Florida street address of the registered agent are:

Kamli Abdulghani
40 Lee Drive
Saint Augustine, Florida 32080

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity.



Registered Agent

ARTICLE 6 – MANNER OF ELECTION AND OF VOTING

The manner of election of directors and officers and of voting shall be as provided for by the laws of Florida and the bylaws of the corporation.

ARTICLE 7 – MEMBERS

Membership in the corporation shall be open to all persons approved by two-thirds of the directors.

ARTICLE 8 – DIRECTORS AND OFFICERS

The business of this organization shall be managed by a Board of Directors together with the officers of the organization as provided by the laws of Florida and the bylaws of the corporation.

The directors to be chosen shall be chosen at the annual meeting of the corporation, and they shall serve for a term of 4 years.

The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the year.

The Board of Directors shall select from one of their members a Secretary.

The current directors of the corporation are:

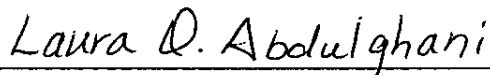
ABDULGHANI, KAMLI
40 LEE DRIVE
ST AUGUSTINE FL 32080

ABDULGHANI, LAURA O.
40 LEE DRIVE
ST AUGUSTINE FL 32080

HAWKINS, ROBERT A.
13846 ATLANTIC BLVD #410
JACKSONVILLE FL 32225


Signature of Director

In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in section 817.155, Florida Statutes.


Typed or Printed Name of Director

There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.