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2011 JUN -2 PM 3:45
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: SOBE JAZZ FESTIVAL, INC.

DOCUMENT NUMBER: N11000003258

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

Please return all correspondence concerning this matter to the following:

Alfonso D. Broooks
(Name of Contact Person)

Sobe Jazz Festival, Inc.
(Firm/ Company)

253 NE 2nd Street; #2203
(Address)

Miami, Florida 33132
(City/ State/ and Zip Code)

Enclosed is a check for the following amount:

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

Street Address
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

**ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
Of
SOBE JAZZ FESTIVAL, INC.**

FILED
2011 JUN -2 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETED.)

AMENDING ARTICLE III to read as follows:

ARTICLE III

The Corporation is organized exclusively for educational, religious and charitable 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

AMENDING ARTICLE VII to read as follows

ARTICLE VII

The Board of Directors shall consist of three (3) persons. The number of directors may be increased or decreased from time to time by an amendment to the bylaws; however, there shall never be less than three directors. All directors shall be selected as provided for in the bylaws. The initial Board of Directors shall consist of the following:

Alfonso D. Brooks

President

253 NE 2nd Street; #2203
Miami, Florida 33132

Ewart G. Burton

Vice President

253 NE 2nd Street; #2203
Miami, Florida 33132

Marsha Jean Charles

Treasurer

253 NE 2nd Street; #2203
Miami, Florida 33132

ADDING Article VIII to read as follows:

ARTICLE VIII

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 three hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or other-wise 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 any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ADDING Article IX to read as follows:

ARTICLE IX

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 or 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.

SECOND: The date of adoption of the amendment(s) was: May 27, 2011

THIRD: Adoption of Amendment (CHECK ONE)

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

Alfonso D. Brooks
Signature of Chairman, vice Chairman, President or other officer

Alfonso D. Brooks
Typed or printed name

President May 27, 2011
Title Date