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C. CARROTHERS

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Great Artists Series, Inc.

DOCUMENT NUMBER: N1000005006

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

Please return all correspondence concerning this matter to the following:

Bibi Ruiz
(Name of Contact Person)

Bryn & Associates
(Firm/ Company)

2 South Biscayne Blvd., Suite 2680
(Address)

Miami, FL 33131
(City/ State and Zip Code)

bibi@markbryn.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Bibi Ruiz at 305 374-0501
(Name of Contact Person) (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

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

GREAT ARTISTS SERIES, INC.

These amended and restated articles of incorporation of a Florida not-for-profit corporation are being adopted pursuant to the *Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes*.

ARTICLE I

The name of the corporation is GREAT ARTISTS SERIES, INC.

ARTICLE II

The principal place of business of the corporation is:

One Biscayne Tower
2 South Biscayne Blvd.
Suite 2600
Miami, FL 33131

The mailing address of the corporation is:

Great Artists Series, Inc.
c/o Angela Shylakhov, Executive Director
One Biscayne Tower
2 South Biscayne Blvd.
Suite 2600
Miami, FL 33131

ARTICLE III

The specific purpose for which the corporation was organized is as follows:

The corporation is organized exclusively for charitable, religious, education & scientific purposes as permitted under section 501(c)(3) of the *Internal Revenue Code*, or any corresponding section of any future federal tax code.

ARTICLE IV

The manner in which directors are elected or appointed is as provided for in the Amended and Restated Bylaws of the corporation (the "**Bylaws**"). The corporation may, in the discretion of the board of directors of the corporation, provide for an honorary or advisory board of directors; provided that persons serving on any such board(s) shall have no voting powers or the power to bind or affect the affairs or business of the corporation in any way, but whose input will be taken into consideration by directors when voting on any issue. Officers and former directors shall serve as *Ex Officio* advisors to the Board as provided in the Bylaws of the corporation.

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ARTICLE V

The name and street address of the registered agent is:

Bryn & Associates, P.A.
One Biscayne Tower
2 South Biscayne Blvd.
Suite 2600
Miami, FL 33131

ARTICLE VI

The name and address of the incorporator is:

Judith Drucker
300 41st Street, Suite 214
Miami Beach, FL 33148

ARTICLE VII

The officers and directors of the corporation are:

Mark Bryn – President / Director
2 South Biscayne Blvd.
Suite 2600
Miami, FL 33131

Jack Mastroianni – Director
2 South Biscayne Blvd.
Suite 2600
Miami, FL 33131

Angela Shylakhov – Director / Secretary / Vice President
2 South Biscayne Blvd.
Suite 2600
Miami, FL 33131

Judith Drucker – Creative Director
c/o Angela Shylakhov, Executive Director
One Biscayne Tower
2 South Biscayne Blvd.
Suite 2600
Miami, FL 33131

ARTICLE VIII

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its member(s), trustee(s), officer(s) or other private person(s), 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 III hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, 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, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purpose of the corporation, nor shall the corporation 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 *Internal Revenue Code*, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the *Internal Revenue Code*, or the corresponding section of any future federal tax code.

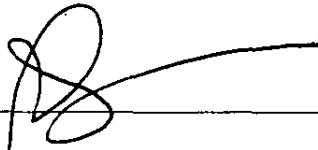
ARTICLE IX

Upon the dissolution, termination or winding up of the affairs of the corporation, assets shall be distributed for one or more exempt purpose(s) within the meaning of Section 501(c)(3) of the *Internal Revenue Code*, or any corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations which are organized and operated exclusive for such purposes as said court shall determine.

CERTIFICATION

The undersigned, being the duly-appointed Secretary of Great Artists Series, Inc., a Florida not-for-profit corporation, does hereby certify that the foregoing Amended and Restated Articles of Incorporation correctly set forth the current articles of incorporation of the corporation, as adopted at the annual meeting of directors, and in accordance with the *Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes* and the Bylaws of the Corporation.

Dated: October 1, 2016.



Angela Shylakhov
Secretary
Great Artists Series, Inc.