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OVERTOWN MUSIC PROJECT, INC

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ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of
OVERTOWN MUSIC PROJECT INC.
(Document No. N11000008766)

Pursuant to the provisions of section 617.1006, Florida Statutes, OVERTOWN MUSIC PROJECT INC. adopts the following amendment to its Articles of Incorporation. The Articles of Amendment were duly adopted by the Board of Directors on August 15, 2012. There are no members who were entitled to vote on the Amendment.

ARTICLE I - NAME

The name of the corporation is OVERTOWN MUSIC PROJECT INC., hereinafter referred to as the "Corporation".

ARTICLE II - ADDRESS

The principal street address and mailing address of the Corporation is 2851 NE 183rd Street, #902, Aventura, Florida 33160.

ARTICLE III - PURPOSE

The Corporation is organized exclusively for charitable purposes under Section 501 (c) (3) of the Internal Revenue Code, which purposes include, but are not limited to, the celebration of the musical history of Overtown, Florida through educational programs, community awareness, and recognition of the musicians. In furtherance of its charitable purpose, the Corporation may also make 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.

ARTICLE IV - ACTIVITIES

No part of the 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. 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 purposes of the Corporation.

ARTICLE V – BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by an initial Board of Directors comprised of three (3) directors. Thereafter, the Board of Directors shall be comprised of not less than three (3) directors, the specific number of directors and the manner of their selection shall be as determined by the Corporation's founders and initial directors.

The initial directors of the Corporation shall be:

Nathalie Cadet-James, 775 NE 74th Street, Miami, FL 33138

Carolyn Travis, 400 Alton Road, Miami Beach, FL 33139

Greg Clark, 10245 Collins Avenue, Miami, FL 33154

ARTICLE VI – REGISTERED AGENT

The initial Registered Agent of the Corporation shall be Amy Rosenberg. The address of the Registered Office is 2851 NE 183rd Street, #902, Aventura, FL 33160. The initial Registered Agent accepts this designation and agrees to comply with the provisions of Chapter 617 F.S. regarding the same.

ARTICLE VII – TERMINATION

The Corporation's duration commenced upon the filing of the original Articles with the Division of Corporations and shall continue in perpetual existence until terminated: (i) in accordance with the Corporation's Bylaws, or (ii) through administrative dissolution under applicable Florida law.

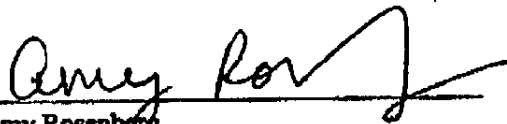
ARTICLE VIII – DISSOLUTION

Upon 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 assets not so disposed of shall be disposed of by a court of competent jurisdiction in Miami-Dade County, or such other county in which the principal office of the Corporation may

be located, exclusively for such purposes or to such organizations as said Court shall determine meets the exempt purposes of Section 501 (c) (3) or other public purpose.

ARTICLE IX – ADOPTION

IN WITNESS WHEREOF, the undersigned, as a duly authorized representative of the Corporation, has set her hand this 15th day of August 2012.



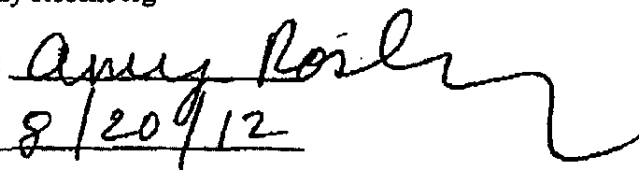
Amy Rosenberg
2851 NE 183rd Street, #902
Aventura, Florida 33160

ACCEPTANCE OF REGISTERED AGENT DESIGNATION

The undersigned hereby agrees to accept the designation of registered agent for Overtown Music Project Inc. In this capacity, the undersigned agrees to accept service of process at the place designated in the Articles of Incorporation and comply with all the obligations and duties required by Chapter 617 F.S.

Name: Amy Rosenberg

Signature:

A handwritten signature in cursive script, appearing to read "Amy Rosenberg", written over a horizontal line.

Date:

A handwritten date "8/20/12" written over a horizontal line.