

N12000001691

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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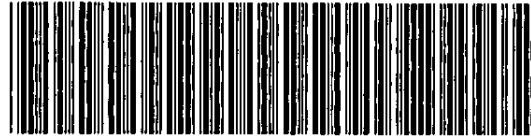
(Business Entity Name)

(Document Number)

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
13 JUN 10 AM 9:05

Amended
6/12/13

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: The Studio Project, Inc.

DOCUMENT NUMBER: N12000001691

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

Please return all correspondence concerning this matter to the following:

Carol Kohler

(Name of Contact Person)

Giordani, Swanger, Ripp & Phillips, LLP

(Firm/ Company)

100 Congress Avenue, Suite 1440

(Address)

Austin, Texas 78701-1906

(City/ State and Zip Code)

ckohler@gsrp.com

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

For further information concerning this matter, please call:

Carol Kohler

(Name of Contact Person)

512 767-7105

(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

Articles of Amendment
to
Articles of Incorporation
of

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
13 JUN 10 AM 9:05

(Name of Corporation as currently filed with the Florida Dept. of State)

The Studio Project, Inc.

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

N/A

The new

name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

N/A

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

N/A

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent: N/A

(Florida street address)

New Registered Office Address:

(City)

, Florida

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	_____	<u>N/A</u>	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

See attached.

The date of each amendment(s) adoption: 6-5-13

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

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

Dated 6/5/13

Signature Roseanne Giordani
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Roseanne Giordani
(Typed or printed name of person signing)

President
(Title of person signing)

ATTACHMENT TO
ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
THE STUDIO PROJECT

Purposes

The general nature of the activities to be conducted by this Corporation, and the objects or purposes of this Corporation, shall be as follows:

(a) Exclusively to receive and administer funds for religious, charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time (hereinafter referred to as the "Code"), and to that end, to hold any property, real or personal, tangible or intangible, or any undivided interest in such property, without limitation as to amount or value; to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise, any such property, or any undivided interest in such property, without limitation as to amount or value; to sell, convey or otherwise dispose of any such property and to invest, reinvest or deal with the principal or the income thereof in such a manner as will best promote the purposes of the Corporation without limitation, except such limitations as may be contained in the instrument under which such property is received, these Articles of Incorporation, the Bylaws of the Corporation, or any applicable laws; actively to engage in and carry on any religious, charitable, scientific or educational endeavor as a private operating foundation defined in Section 4942(j)(3) of the Code, or any statute of similar import should the Board of Directors choose to do so; and to do any other act or thing incidental to or connected with the foregoing purposes or an advancement thereof, but not for the pecuniary profit or financial gain of its directors, officers or members or any private individual.

(b) No part of the net earnings of the Corporation shall inure to the benefit of any member, director, or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member, director or officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office. In this regard, and notwithstanding any other provision of these Articles of Incorporation or state law, the Corporation shall have no power to have objectives that characterize it as an "action organization" as defined by the Code and related regulations, rulings, and procedures.

(c) During any period in which the Corporation may be classified as a private foundation within the meaning of Section 509(a) of the Code:

1) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code;

2) The Corporation shall not engage in any act of self-dealing (as defined in Section 4941(d) of the Code) which would give rise to any liability for the tax imposed by Section 4941(a) of the Code;

3) The Corporation shall not retain any excess business holdings (as defined in Section 4943(c) of the Code) which would give rise to any liability for the tax imposed by Section 4943(a) or (b) of the Code.

4) The Corporation shall not make any investments which would jeopardize the carrying out of any of its exempt purposes or otherwise in such a manner as to subject it to tax under Section 4944(a) or (b) of the Code, as amended from time to time; and

5) The Corporation shall not make any taxable expenditures (as defined in Section 4945(d) of the Code) which would give rise to any liability for the tax imposed by Section 4945(a) of the Code.

(d) To the extent applicable, the Corporation shall not engage in any excess benefit transaction as defined in Section 4958 of the Code.

(e) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code, or regulations issued thereunder, as they now exist or as they may be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code, as they now exist or as they may hereafter be amended.

(f) Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to religious, charitable, scientific or educational organizations which would then qualify under Section 501(c)(3) of the Code and the regulations issued thereunder as they now exist or as they may hereafter be amended.