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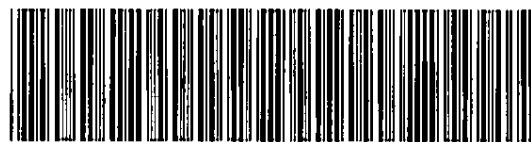
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TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: IAM COLLECTIVE, INC.

DOCUMENT NUMBER: N13000011075

Please return all correspondence concerning this matter to the following:

Paul Lehr

(Name of Contact Person)

GroundUP Music Foundation, Inc.

(Firm/ Company)

4707 North Bay Road

(Address)

Miami Beach, FL 33140

(City/ State and Zip Code)

paul@groundupmusic.net

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

For further information concerning this matter, please call:

Paul Lehr

305

338-6257

at

(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:

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Certificate of Status
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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
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

SECOND RESTATED AND AMENDED ARTICLES OF INCORPORATION
OF

GROUNDUP MUSIC FOUNDATION, INC.
(a Florida Not for Profit Corporation)

ARTICLE I - NAME

The name of the corporation is the GroundUP Music Foundation, Inc. (hereinafter referred to as the "Corporation"). On May 28, 2020, the name of the Corporation was changed from IAM Collective, Inc. to GroundUP Music Foundation, Inc. This name change was adopted and accepted by the Florida Department of State as of October 22, 2020.

ARTICLE II — CORPORATE NATURE

The Corporation is a corporation not for profit organized pursuant to the Florida Not For Profit Corporation Act set forth in Chapter 617, Florida Statutes.

ARTICLE III — ADDRESS OF PRINCIPAL OFFICE

The street address of the principal office and the mailing address of the Corporation are 4707 North Bay Road, Miami Beach, FL 33140.

ARTICLE IV — PURPOSES

A. The purposes of the Corporation are to receive and administer money and property for religious, charitable, scientific, educational, and literary purposes within the meaning of §501 (c)(3) of the Code, including, for such purposes, the making of distributions to organizations that are exempt from federal income taxation under §501 (a) of the Code as an organization described in §501(c)(3) of the Code. Notwithstanding any other provision of these Articles, the Corporation is organized and shall operate exclusively for such purposes.

B. Notwithstanding the previous provision, the Corporation's mission is to support up-and-coming and established artists and musicians by providing them performance, mentorship, and other educational opportunities, as well as to provide educational resources and opportunities to students and others through in-person and online programs, with a focus on the underserved and other students in Miami-Dade County and in other areas where programming can be expanded (hereinafter referred to as the "Corporation's Mission Statement").

C. References in these Articles to the "Code" are to Sections of the Internal Revenue Code of 1986, as amended, as now enacted, or to corresponding provisions of any future United States revenue law in force and effect during the continuance of the Corporation.

D. The Corporation hereby expresses its intent to be an organization exempt from federal income taxation under §501(a) of the Code as an organization described in §501(c)(3) of the Code, and to be an organization contributions to which are deductible under §§170(c)(2), 2055(a)(2), 2106(a)(2)(A)(ii) and 2522(a)(2) of the Code.

ARTICLE V – MANAGEMENT

All power and authority of the Corporation shall be vested in and exercised by its Board of Directors, which shall manage and direct the affairs of the Corporation in accordance with applicable law and as provided by the Bylaws of the Corporation. The number of Directors shall be as provided in the Bylaws. The method of electing members of the Board of Directors shall be as provided in the Bylaws. The voting and other rights of the members of the Board of Directors shall be as provided in the Bylaws.

ARTICLE VI- BOARD OF DIRECTORS

The names and addresses of the Board of Directors are as follows:

1) Paul Lehr	2) Juan Pablo Diaz	3) Lena Koorse
4707 North Bay Road	1788 Sans Souci Boulevard	5736 Pine Tree Drive
Miami Beach, FL 33140	North Miami, FL 33181	Miami Beach, FL 33140

ARTICLE VII – POWERS

The Corporation shall have the power to (i) receive, acquire, own, maintain and use its assets for the purposes for which it is organized, (ii) raise funds by any legal means for the encouragement of its purposes, (iii) acquire, hold, own, use and dispose of real or personal property in connection with the purposes of the Corporation, (iv) exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized, and (v) exercise all powers granted to a corporation not for profit under Florida law. In addition to the foregoing powers, the Corporation shall have any additional powers specified in its Bylaws.

ARTICLE VIII – LIMITATIONS

A. No part of the net earnings, gains or assets of the Corporation shall inure to the benefit of or be distributable to any Director or officer of the Corporation, or to any other private persons, or to any organizations organized and operated for profit, 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 IV hereof.

B. No part of the corporate activities shall be an attempt to influence legislation by any means, and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office, or engage in political activities of any kind, except as permitted by the provisions of §501(h) of the Code.

C. Notwithstanding any other provisions of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income taxation under §501(a) of the Code as an organization described in §501 (c)(3) of the Code, or by an organization contributions to which are deductible under §§170(c)(2), 2055(a)(2), 2106(a)(2)(A)(ii) and 2522(a)(2) of the Code.

D. The Corporation, if it is a "private foundation" as defined in §509(a) of the Code at any time, shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Code §4942(a), and shall not:

1. Engage in any act of "self-dealing" as defined in Code §4941 (d), which would give rise to any liability for the tax imposed by Code §4941(a);

2. Retain any "excess business holdings" as defined in Code §4943(c), which would give rise to any liability for the tax imposed by Code §4943(a);

3. Make any investment which would jeopardize the carrying out of any of its exempt purposes within the meaning of Code §4944, so as to give rise to any liability for the tax imposed by Code §4944(a); or

4. Make any "taxable expenditures" as defined in Code §4945(d), which would give rise to any liability for the tax imposed by Code §4945(a).

The references in this Paragraph to designated sections of the Code shall be deemed to include any corresponding provisions of Federal tax laws at any time and from time to time in force and effect during the continuance of the Corporation.

ARTICLE IX – REGISTERED OFFICE AND AGENT

The name of the registered agent of the Corporation is Paul Lehr, and the street address of the Corporation's registered agent is 4707 North Bay Road, Miami Beach, FL 33140.

ARTICLE X- CONTRIBUTIONS

The Corporation may solicit contributions from all possible sources including, but not limited to, individual, corporate and community sources.

ARTICLE XI - DISTRIBUTION ON DISSOLUTION

Upon the dissolution and winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to such one or more organizations exempt from federal income taxation under §501(a) of the Code as an organization described in §501(c)(3) of the Code, as determined by the Board of Directors. If any assets of the Corporation are not disposed of pursuant to the foregoing sentence, such remaining assets shall be distributed to such one or more organizations exempt from federal income taxation under §501(a) of the Code as an organization described in §501(c)(3) of the Code, as determined by the Circuit Court of the County in which the principal

office of the Corporation is then located. The Board of Directors or the Circuit Court, as the case may be, shall use their best efforts to make such distributions to organizations which have purposes similar to the Corporation.

ARTICLE XII — NO MEMBERS

The Corporation shall not have members.

ARTICLE XIII- DURATION

The period of the duration of the Corporation is perpetual unless dissolved according to law.

ARTICLE XIV - BYLAWS

The Corporation's Board of Directors shall adopt Bylaws for the regulation and management of the affairs of the Corporation. The Corporation's Bylaws may contain any provisions not inconsistent with law or these Second Restated and Amended Articles of Incorporation ("Articles of Incorporation"). The Corporation's Bylaws may be amended, altered, or repealed and new Bylaws may be adopted as provided in the Corporation's Bylaws.

ARTICLE XV- AMENDMENT

These Articles of Incorporation may be altered, amended, restated, or repealed only by a majority vote of the Board of Directors of the Corporation. Because the Corporation has no members, there is no member approval needed for any alteration, amendment, restatement, or repeal of these Articles of Incorporation.

The Board of Directors, pursuant to the signatures below, has unanimously adopted this restatement herein, these Second Restated and Amended Articles of Incorporation of GroundUP Music Foundation, Inc.

These Second Restated and Amended Articles of Incorporation of GroundUP Music Foundation, Inc. were adopted by the Board of Directors on May 28, 2020.



Paul Lehr, Director
GroundUP Music Foundation, Inc



Juan Diaz, Director
GroundUP Music Foundation, Inc



Devin Koorse, Director
GroundUP Music
Foundation, Inc

CONSENT OF REGISTERED AGENT
OF
GROUNDUP MUSIC FOUNDATION, INC.

The undersigned, Paul Lehr, having been named as registered agent to accept service of process for GroundUP Music Foundation, Inc., a Florida not for profit corporation, at the place designated in the foregoing Second Restated and Amended Articles of Incorporation of GroundUP Music Foundation, Inc., hereby confirms his acceptance to the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties as registered agent, and the undersigned is familiar with and accepts the obligations of the position of registered agent.



Paul Lehr, Registered Agent
GroundUP Music Foundation, Inc.