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(Address)

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(City/State/Zip/Phone #)

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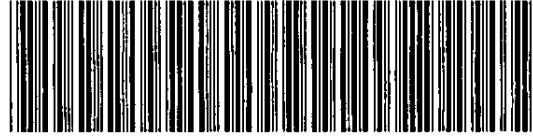
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TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Mind&Melody, Inc.

DOCUMENT NUMBER: N14000011639

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

Please return all correspondence concerning this matter to the following:

Lauren Koff

(Name of Contact Person)

Mind&Melody, Inc.

(Firm/ Company)

2373 SE Gillette Ave

(Address)

Port Saint Lucie, FL 34952

(City/ State and Zip Code)

info.mindandmelody@gmail.com

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

For further information concerning this matter, please call:

Lauren Koff

(Name of Contact Person)

at (772) 233-6839

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|--|---|---|--|
| <input type="checkbox"/> \$35 Filing Fee | <input checked="" 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

Mind&Melody, Inc.

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

N14000011639

(Document Number of Corporation (if known))

15 SEP -1 PM 2:06

TALLAHASSEE, FLORIDA

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:

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**)

Mind&Melody, Inc.

12905 SW 132nd St. #6

Miami, FL 33186

C. Enter new mailing address, if applicable:

(Mailing address **MAY BE A POST OFFICE BOX**)

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:

12905 SW 132nd St. #6

(Florida street address)

New Registered Office Address:

Miami, FL

(City)

Florida 33186

(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

not changing person, just address

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	_____	_____	_____
<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)

The attachment has all the changes, major changes are below:

Article I - Address Change, changing our principal address to:

12905 SW 132nd St. #6, Miami, FL 33186

Article IV - Amended Article

Article V - Added Article: NON-PROFIT NATURE

Article IX - Added Article: MANNER OF ELECTION

Article IX - Added Article: AMENDMENTS

Article X - Registered Agent Address Change: 12905 SW 132ND ST., #6 MIAMI, FL 33186.

Article XII - Added Article: INDEMNIFICATION

Article XIII - Added Article: DISSOLUTION

Article XIV - Added Article: POLITICAL ACTIVITIES

Article XV - Added Article: CORPORATE EARNINGS

Article XV - Added Article: CORPORATE POWERS

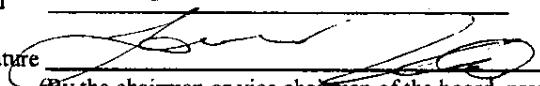
The date of each amendment(s) adoption: 7/1/15, if other than the date this document was signed.

Effective date if applicable: 7/1/15
(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 7/1/15

Signature 
(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)

Lauren Koff

(Typed or printed name of person signing)

Vice President/Director

(Title of person signing)

Mind&Melody, Inc. Articles of Incorporation

**AMENDED ARTICLES OF INCORPORATION
Of
Mind&Melody, Inc.**

We, the undersigned natural person of the age of eighteen (18) years or more, acting as incorporators of a corporation under the Florida Non-Profit Corporation Act, do hereby amend and adopt the following Articles of Incorporation for such Corporation.

ARTICLE I

NAME AND ADDRESS

1.01 Name

The name of the corporation is Mind&Melody, Inc. The Principal Address is 12905 SW 132ND ST., #6 MIAMI, FL 33186. The mailing address is 8905 SW 102 Terrace MIAMI, FL 33176.

ARTICLE II

NONPROFIT CORPORATION

2.01 Nonprofit Corporation

The corporation is a nonprofit corporation.

ARTICLE III

DURATION

3.01 Duration

The period of the Corporation's duration is perpetual.

ARTICLE IV

PURPOSE

4.01 Purpose

Mind&Melody, Inc. Articles of Incorporation

Mind&Melody, Inc. is organized exclusively for charitable, religious, and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Revenue Law), including, but not limited to, for such purposes, as creating and sharing musical activities with those experiencing neurological impairments, engaging in any other activity not prohibited to corporations under the Florida Not-For-Profit Corporation Act that is in furtherance of Section 501 (c) (3) tax-exempt purposes.

ARTICLE V

NON-PROFIT NATURE

5.01 Non-profit Nature

Mind&Melody, Inc. is organized exclusively for charitable and educational 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 corresponding section of any future federal tax code. No part of the net earnings of Mind&Melody, Inc. 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 the purpose clause hereof.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Mind&Melody, Inc. is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

Mind&Melody, Inc. Articles of Incorporation

ARTICLE VI

MEMBERSHIP

6.01 Membership

Mind&Melody, Inc. shall have no members.

ARTICLE VII

BOARD OF DIRECTORS

7.01 Governance

Mind&Melody, Inc. shall be governed by its board of directors.

7.02 Directors

The initial directors of the corporation shall be:

<u>Title</u>	<u>Name</u>	<u>Address</u>
President/Director	Cristina Rodriguez	8905 SW 102 Terrace Miami, FL 33176
V-President/Director	Lauren Koff	2373 SE Gillette Ave Port St Lucie, FL 34952
Secretary/Treasurer	Gladys Rodriguez	8905 SW 102 Terrace Miami, FL 33176

ARTICLE VII

MANNER OF ELECTION

8.01 Manner of Election

Directors will be elected as provided in the Bylaws, but shall not be less than three (3) persons.

ARTICLE IX

Mind&Melody, Inc. Articles of Incorporation

AMENDMENTS

9.01 Amendments

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

ARTICLE X

REGISTERED AGENT

The registered agent of the corporation shall be:

Cristina Rodriguez

12905 SW 132ND ST., #6

MIAMI, FL 33186.

ARTICLE XI

INCORPORATOR

The incorporator of the corporation is as follows:

Cristina Rodriguez

8905 SW 102 Terrace

Miami, FL 33176

ARTICLE XII

INDEMNIFICATION

12.01 Indemnification

Any person who at any time serves or has served as a director, officer, employee, or agent of the corporation, or in such capacity at the request of the corporation for any other corporation, partnership, joint venture, trust or other enterprise, shall have a right to be indemnified by the corporation to the fullest extent permitted by law against: (a) reasonable expenses, including attorneys' fees, actually and necessarily incurred by him/her in connection with any threatened or pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether or not brought by or on behalf of the corporation, seeking to hold him/her liable by reason of the fact that he/she is or was acting in such capacity; and, (b)

Mind&Melody, Inc. Articles of Incorporation

reasonable payments made by him in satisfaction of any judgment, money decree, fine, penalty, or settlement for which he may become liable in any such action, suit or proceeding.

The Board of Directors of the corporation shall take all such action as may be necessary and appropriate to authorize the corporation to pay the indemnification required by the corporation's Bylaws, including without limitation, to the extent needed, making a good faith evaluation of the manner in which this claimant for indemnity acted and of the reasonable amount of indemnity due.

Any person who at any time after the adoption or amendment of these articles of incorporation serves or has served in any of the aforesaid capacities for or on behalf of the corporation shall be deemed to be doing or to have done so in reliance upon, and as consideration from the right of indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from the provision of these articles of incorporation.

ARTICLE XIII

DISSOLUTION

13.01 Dissolution of Organization

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for payment of all the liabilities of the corporation, dispose of all of the assets of the corporation, by contributing them to such manner, or to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an organization exempt from Federal income taxation under Section 501(c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE XIV

POLITICAL ACTIVITIES

14.01 Political Activities

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

Mind&Melody, Inc. Articles of Incorporation

intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE XV
CORPORATE EARNINGS

15.01 Corporate Earnings

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its directors, 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 tax-exempt purposes of the corporation set forth in Article III.

ARTICLE XVI
CORPORATE POWERS

16.01 Corporate Powers

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes, except that the corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or by an organization, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Mind&Melody, Inc. Articles of Incorporation

Certificate of Adoption Of Amended Articles Of Incorporation

We, the undersigned, do hereby certify that the above stated amended Articles of Incorporation of Mind&Melody, Inc. were amended and approved and by the board of directors on July 1st, 2015 and constitute a complete copy of Articles of Incorporation of the Mind&Melody, Inc.

Cristina Rodriguez, P/D

Date: 7/1/2015

Signature of director:



Lauren Koff, V/D

Date: 7/1/2015

Signature of director:



Gladys Rodriguez, STD

Date: 7/1/2015

Signature of director:



Acknowledgment of consent to appointment as registered agent

I, Cristina Rodriguez, agree to be the registered agent for Mind&Melody, Inc. as appointed herein.

Registered Agent



Date: 7/1/2015

**Mind&Melody, Inc.
12905 SW 132nd St. #6
Miami, FL 33186
Record of Action**

Subject

Motion before the Board of Directors of Mind&Melody, Inc.

Background

We have been working to update our governing documents. Governing documents are Articles of Incorporation, Bylaws, Declaration and Rules & Regulations.

There are amendments that need to be made to the Articles of incorporation, which need to be approved for amendment by the Board according to statute as follows:

Process

June 29, 2015 Secretary Rodriguez sent an email to the Board detailing where we are and our next steps. To get the Articles of incorporation approved by the Community requires a resolution by the board of Directors as below.

Motion Before the Board Was

That the Board of Directors of Mind&Melody, inc. hereby amend our Articles of Incorporation.

Votes Received

Yeas were received from Directors: Cristina Rodriguez, Lauren Koff and Gladys Rodriguez

Abstentions – none

Nays – none received.

Motion passed July 1, 2015



Gladys Rodriguez, Secretary

This Record of Action was emailed to all directors.