

05/16/2015 15:08

56169418

01/05

Division of Corporations

https://file.sunbiz.org/scripts/filcovr.exe

N15000005190

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

GMM

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

((H150001476193)))



H150001476193ABC1

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To:

Division of Corporations  
Fax Number : (850)617-6380

From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.  
Account Number : 110432003053  
Phone : (561)694-8107  
Fax Number : (561)694-1639

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

Email Address: \_\_\_\_\_

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2015 JUN 17 AM 12:03

FILED

RECEIVED

15 JUN 16 PM 4:46

FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
SOUL, ARTS & MUSIC FOUNDATION, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$35.00

H15000147619

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION**

These Amended and Restated Articles of Incorporation were adopted effective June 16, 2015 by the Corporation's Board of Directors pursuant to Section 617.1007, Florida Statutes. None of the amendments required member approval. These Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation, as amended.

**Article I. Name**

If no old name is listed below, the name of this Florida not-for-profit corporation has not been changed. If the current/new name listed below differs from the old name, the current/new name will become effective upon the filing of this document.

Current/New Name: Soul, Arts & Music Foundation, Inc.  
Old Name:

**Article II. Address**

The mailing address of the Corporation is  
Soul, Arts & Music Foundation, Inc.  
11420 North Kendall Drive, Suite 203  
Miami FL 33176

**Article III. Purpose**

The Corporation is organized exclusively to engage in all lawful acts or activities for which Florida not-for-profit corporations may be organized, including one or more of the following purposes: title holding corporations pursuant to Code Section 501(c)(2); civic league or organization operating exclusively for the promotion of social welfare pursuant to Code Section 501(c)(4); labor, agricultural or horticultural organization pursuant to Code Section 501(c)(5); business league, chamber of commerce, real estate board, or board of trade pursuant to Code Section 501(c)(6); or club organized for pleasure, recreation and other nonprofitable purposes pursuant to Code Section 501(c)(7); fraternal beneficiary societies providing life, sick, accident or other benefits pursuant to Code Section 501(c)(8); voluntary employees' beneficiary associations pursuant to Code Section 501(c)(9); domestic fraternal societies not providing life, sick, accident or other benefits pursuant to Code Section 501(c)(10); benevolent life insurance associations, mutual ditch or irrigation companies, mutual or cooperative telephone companies, or like organizations pursuant to Code Section 501(c)(12); cemeteries, crematoria, and like corporations pursuant to Code Section 501(c)(13); mutual insurance companies or associations, other than life or marine pursuant to Code Section 501(c)(15); a post, organization or auxiliary unit of past or present members of the Armed Forces of the United States pursuant to Code Section 501(c)(19); organization for prepaid group legal services pursuant to Code Section 501(c)(20); title holding corporations pursuant to Code Section 501(c)(25). All references to "Code" are to the Internal Revenue Code of 1986 as amended or to corresponding provisions of future federal tax legislation.

**Article IV. Membership**

All persons interested in the purposes of the Corporation are eligible for membership in the Corporation if they are capable of contributing to the achievement of those purposes and the effective operation of the Corporation, and if they comply with the requirements established from time to time in the Bylaws. Members shall have no voting rights or other rights except as provided in the Bylaws.

Corporate Creations International Inc.  
11380 Prosperity Farms Road #221E  
Palm Beach Gardens FL 33410  
(561) 694-8107

H15000147619

Copyright © 1993-2015 CC

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2015 JUN 16 AM 12:03

FILED

H15000147819

## AMENDED AND RESTATED ARTICLES OF INCORPORATION

### Article V. Registered Agent

The name and address of the registered agent of the Corporation is:

Corporate Creations Network Inc.  
11380 Prosperity Farms Road #221E  
Palm Beach Gardens FL 33410

### Article VI. Limitations

No part of the net earnings of the Corporation shall inure to the benefit of (or be distributable to) its directors, officers, members 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 any of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, except as otherwise provided in Code Section 501(h). The Corporation shall not participate or intervene in any political campaign (including the publishing or distributing of statements) on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities except those permitted to be carried on by a corporation exempt from federal income tax under Code Section 501(c)(3) or by a corporation contributions to which are deductible under Code Section 170(c)(2).

If the Corporation is at any time deemed to be a private foundation within the meaning of Code Section 509(a), then for the period in which the Corporation is so deemed, the Corporation shall distribute its income for each tax year at such time and in such manner as not to subject the Corporation to tax under Code Section 4942, and the Corporation shall not engage in any act of self dealing as defined in Code Section 4941(d), retain any excess business holdings as defined in Code Section 4943(c), make any investments as to subject the Corporation to tax under Code Section 4944 or make any taxable expenditures as defined in Code Section 4945(d).

Corporate Creations International Inc.  
11380 Prosperity Farms Road #221E  
Palm Beach Gardens FL 33410  
(561) 894-8107

H15000147619

H15000147619

## AMENDED AND RESTATED ARTICLES OF INCORPORATION

### Article VII. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than three directors. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but may never be less than three. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each member of the Corporation's Board of Directors is:

Francis Pastor  
Joyce Moore  
Ady Arguelles

### Article VIII. Dissolution

Upon the dissolution or winding up of the Corporation, the assets remaining after payment (or provision for payment) of the Corporation's debts and liabilities shall be distributed to a not-for-profit corporation, trust, community fund or foundation that has established its tax exempt status under Code Section 501(c)(3).

### Article IX. Corporate Existence

The corporate existence of the Corporation shall begin effective upon the filing date of the original Articles of Incorporation.

The undersigned executed these Amended and Restated Articles of Incorporation on the date shown below.

Soul, Arts & Music Foundation, Inc.

By:   
by Gina Mulligan as Attorney-in-Fact

Name: Francis Pastor

Title: President

Date: 6-16-2015

Corporate Creations International Inc.  
11380 Prosperity Farms Road #221E  
Palm Beach Gardens FL 33410  
(561) 694-8107

H15000147619

H15000147619

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/OFFICE**

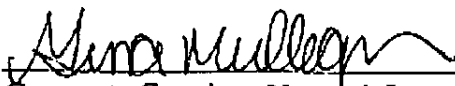
**CORPORATION:**

Soul, Arts & Music Foundation, Inc.

**REGISTERED AGENT/OFFICE:**

Corporate Creations Network Inc.  
11380 Prosperity Farms Road #221E  
Palm Beach Gardens FL 33410

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



Corporate Creations Network Inc.  
Gina Mulligan, Special Secretary

Date: June 16, 2015

Corporate Creations International Inc.  
11380 Prosperity Farms Road #221E  
Palm Beach Gardens FL 33410  
(561) 694-8107

H15000147619