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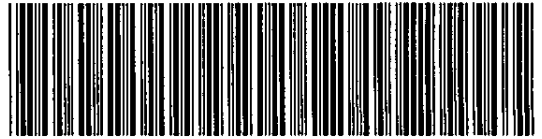
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16 OCT 17 AM 11:45
SECURITY
TALLAHASSEE, FL 32301

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: SHARP MUSICAL EXPERIENCES, INC.

DOCUMENT NUMBER: N16000009328

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

Please return all correspondence concerning this matter to the following:

KENNETH S. GLUCKMAN

(Name of Contact Person)

GENERAL COUNSEL ADVISORS, P.A.

(Firm/ Company)

1079 W. MORSE BLVD., SUITE C

(Address)

WINTER PARK, FLORIDA 32789

(City/ State and Zip Code)

kathy@businessgc.com

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

For further information concerning this matter, please call:

Kathy Seng

407-956-1000

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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| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input checked="" 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) |
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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
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

FILED
16 OCT 17 AM 11:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED & RESTATED
ARTICLES OF INCORPORATION**

**OF
SHARP MUSICAL EXPERIENCES, INC.
DOCUMENT NUMBER NO. N16000009328**

**ARTICLES OF INCORPORATION ORIGINALLY FILED ON
September 22, 2016**

**The Articles of Incorporation are amended and restated to eliminate and amend Article(s) 1.
Through 12 as provided below.**

ARTICLE 1. NAME AND STREET ADDRESS

The name of the corporation is **SHARP Musical Experiences, Inc.** The street and mailing address of its initial principal office is 211 Wekiva Springs Road, Longwood, Florida 32779.

ARTICLE 2. DURATION; NO MEMBERS

The period of its duration is perpetual. The corporation shall have no members.

ARTICLE 3. PURPOSES AND MISSION

The Corporation is organized and shall operate exclusively for educational, charitable, religious, scientific, and/or literary purposes, including without limitation, the following:

3.1 Purposes. To enrich lives and strengthen communities by providing a variety of musical events for individuals with Autism Spectrum Disorders and other forms of developmental disabilities that can cause significant social, communication and behavioral challenges, and for the families of such individuals.

3.2 Acts in Furtherance of Purpose. In order to achieve and further its purposes and mission, the Corporation may establish and enter into cooperative relationships and various agreements with other organizations to develop, produce, plan, sponsor, fund and present a variety of musical events.

3.3 Mission. By presenting a variety of musical events for these individuals and their families, the Corporation intends to provide musical events in venues and settings at which these individuals and their families are uniquely welcome and have equal opportunities to benefit from access to musical presentations, thereby strengthening our community's acceptance and inclusion of these individuals as equal members of the community.

ARTICLE 4. PROHIBITED ACTIVITY

Notwithstanding any of the provisions of these Articles, the Corporation shall not conduct or carry on activities not permitted to be conducted or carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Code or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code. No part of the net earnings of the Corporation shall inure to the benefit of any director, officer or private individual. No substantial part of the activities of the Corporation shall be devoted to the carrying on of propaganda, or otherwise attempting to influence legislation except as may be permitted to Section 501(c)(3) organizations by the Code, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. The Corporation shall not have or issue shares of stock, shall not make any disbursement of income to its directors or officers, and shall not make any disbursement of income to its directors or officers; provided, that the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes as set forth in Article 3.

ARTICLE 5. BYLAWS

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws of the Corporation.

ARTICLE 6. DISTRIBUTIONS UPON DISSOLUTION

No director, trustee or officer of the Corporation, nor any private individual, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation or the winding up of its affairs. Upon dissolution or winding up of the Corporation, after paying or making adequate provision for payment all of the liabilities, all remaining assets of the Corporation shall be distributed by the board of directors to a not for profit fund, foundation, or Corporation which is organized and duly operated exclusively for charitable, educational, religious and/or scientific purposes, and which at that time qualifies for tax-exempt status under Section 501(c)(3) of the Code. Any assets not so disposed of shall be disposed of by the Circuit Court in and for the Florida county in which the principal business office of the Corporation shall be then located, for the purposes set forth in Article 3 of these Articles or to such organization or organizations as the said Circuit Court shall determine to be organized and operated for the same or similar purposes.

ARTICLE 7. REGISTERED AGENT

The address of the initial registered office of the Corporation is, and the name of its initial registered agent at such address is Aloma Bratek, 211 Wekiva Springs Road, Longwood, Florida 32779.

ARTICLE 8. DIRECTORS

The directors of the Corporation shall have all the powers conferred by the Florida Not for profit Corporation Act, which powers are not inconsistent with the purposes of the Corporation.

The initial board of directors shall consist of three (3) directors. The names and addresses of the persons who are to serve as the initial directors are:

Aloma Bratek, 211 Wekiva Springs Road, Longwood Florida, 32779
Jennifer Tucker, 211 Wekiva Springs Road, Longwood Florida, 32779
Dr. John Sinclair, 211 Wekiva Springs Road, Longwood Florida, 32779

ARTICLE 9. LIMITATION OF DIRECTOR LIABILITY

Except to the extent otherwise required by applicable law (as it exists on the date of the adoption of this Article or may be amended from time to time), a director of the Corporation shall not be personally liable to the Corporation for monetary damages for conduct as a director, except for liability of the director (i) for acts or omissions which involve intentional misconduct by the director or a knowing violation of law by the director, or (ii) for any transaction from which the director personally receives a benefit in money, property or services to which the director is not legally entitled.

No amendment to or repeal of this Article shall adversely affect any right of protection of any director of the Corporation occurring after the date of the adoption of this Article and prior to such amendment or repeal.

ARTICLE 10. INDEMNIFICATION

The Corporation shall indemnify any director or officer of the Corporation, who is involved in any capacity in a proceeding by reason of the position held by such person or entity in the Corporation, to the full extent allowed by applicable law, as presently in effect and as hereafter amended; provided, however, that the Corporation shall only indemnify a director or officer seeking indemnification in connection with a proceeding initiated by such person if such proceeding or part of a proceeding was authorized by the Board of Directors or if such proceeding was brought by a director or officer to enforce a claim for indemnification under this Article and a court or an arbitrator determines that the director or officer is entitled to all of the relief claimed.

By means of a resolution or of a contract specifically approved by the Board of Directors, the Corporation may indemnify an employee or agent to such degree as the Board of Directors determines to be reasonable, appropriate, and consistent with applicable law and to be in the best interests of the Corporation.

The Board of Directors of the Corporation shall have the right to designate the counsel who shall defend any person or entity that may be entitled to indemnification, to approve any settlement, and to approve in advance any expense.

Reasonable expenses incurred by a director or officer, who is involved in any capacity in a proceeding by reason of the position held in the Corporation, shall be advanced by the Corporation to the full extent allowed by applicable law, as presently in effect and as hereafter amended. Reasonable expenses incurred by an employee or agent who is involved in any capacity in a proceeding by reason of the position held by such person or entity in the Corporation may be, but is

not required to be, advanced by the Corporation prior to the final disposition of such proceeding to the full extent allowed by applicable law, as presently in effect and as hereafter amended. Expenses shall not be advanced to any director, officer, employee or agent unless that person first promises in a writing delivered to the Corporation to repay all amounts advanced by the Corporation in the event that it is later determined that such person is not entitled to be so indemnified.

The Corporation may purchase and maintain insurance on behalf of any person who is a director, officer, employee, or agent of the Corporation or is serving at the request or consent of the Corporation as an officer, employee, or agent of another corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan against any liability incurred by such person because of such person's status, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article. In addition, the Corporation may enter into contracts with any director or officer of the Corporation in furtherance of the provisions of this Article and may create a trust fund, grant a security interest, or use other means (including without limitation a letter of credit) to ensure the payment of such amounts as may be necessary or desirable to effect the indemnification and advances contemplated in this Article.

The right to indemnification conferred by this Article shall be interpreted to conform with, and shall not create any right that is inconsistent with, applicable law, as presently in effect and as hereafter amended. To the full extent allowed by applicable law (as presently in effect and as hereafter amended), the right to indemnification conferred by this Article shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of such a person. The rights conferred in this Article shall not be exclusive of any other rights which any person may have or acquire under any applicable law (as presently in effect and as hereafter amended), these Articles, the bylaws of the Corporation, a vote of the Board of Directors of the Corporation, or otherwise.

If the Florida Not for profit Corporation provisions are amended to expand or increase the power of the Corporation to indemnify, to pay expenses in advance of final disposition, to enter into contracts, or to expand or increase any similar or related power, then, without any further requirement of action by the directors of this Corporation, the powers described in this Article shall be expanded and increased to the fullest extent permitted by law.

Notwithstanding any other provision of this Article, no indemnification shall be provided to any person if in the opinion of counsel payment of such indemnification would cause the Corporation to lose its tax-exempt status, if any, from federal income taxation.

No amendment to or repeal of this Article shall adversely affect any right of protection of any director, officer, employee or agent for events occurring after the date of the adoption of this Article and prior to such amendment or repeal.

ARTICLE 11. GENERAL PROVISIONS

11.1 Amendment. The Corporation reserves the right to amend, alter, change or repeal any provision contained in its Articles in any manner now or hereafter prescribed by statute. All rights of the directors and officers of the Corporation are granted subject to this reservation.

11.2 Savings Clause; Governing Law. These Articles shall be governed by the laws of the State of Florida. Any provision prohibited by law or unenforceable shall not affect the remaining provisions of these Articles. However, in any conflict with Section 501(c)(3), 509(a)(1) or (2) of the Code and the Regulations thereunder, those Code Sections and Regulations shall govern.

ARTICLE 12. INCORPORATOR

The incorporator is Aloma Bratek whose address is 211 Wekiva Springs Road, Longwood, Florida 32779.

* * * *

The undersigned, for purpose of amending and restating the Articles of Incorporation of the Corporation as provided by the laws of the State of Florida and By-Laws of the Corporation, do, by executing this document, consent to and make, file and record these Amended and Restated Articles of Incorporation, and certify that the facts herein stated are true; and we have accordingly hereunto set our hands and seals on and as of the date set forth below.

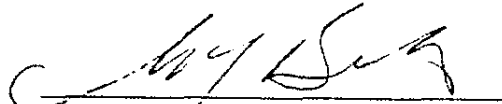
Dated: 9-30, 2016


Aloma Bratek, President

CERTIFICATE OF AMENDMENT AND RESTATEMENT

The undersigned officers of **SHARP Musical Experiences, Inc.**, a Florida not for profit corporation, do hereby certify and attest that the Corporation has no members and by Action by Written Consent, the Board of Directors of the Corporation unanimously voted and consented to amend and, as amended, restate Articles 1 through 12, inclusive, of the Articles of Incorporation of **SHARP Musical Experiences, Inc.** as set forth in the Amended and Restated Articles of Incorporation dated this date and executed by the President of the Corporation.

Dated: 9-30, 2016


Aloma Bratek President

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0202, FLORIDA STATUTES, THE UNDERSIGNED NOT FOR PROFIT CORPORATION SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the not for profit corporation is: SHARP Musical Experiences, Inc.
2. The name and the Florida street address of the registered agent are:
Aloma Bratek, 211 Wekiva Springs Road Longwood, Florida 32779

Having been named as registered agent and to accept service of process for the above stated not for profit corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Aloma Bratek, Registered Agent

SEPTEMBER 19, 2016

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

SEPTEMBER 19, 2016

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

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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 September 23, 2016

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)

Kenneth S. Gluckman

(Typed or printed name of person signing)

Attorney

(Title of person signing)