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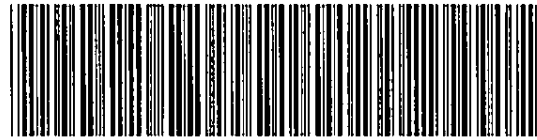
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DEC 26 2017

~~S. YOUNG~~

S. YOUNG

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
TALLAHASSEE, FLORIDA

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PAUL SAND



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 29, 2017

DELIA R KENNEDY
MAGIC SLIPPER FINE ART ACADEMY INC
150 ALTON ROAD APT 401
MIAMI BEACH, FL 33139

SUBJECT: MAGIC SLIPPERS FINE ARTS ACADEMY INC
Ref. Number: N17000004130

We have received your document for MAGIC SLIPPERS FINE ARTS ACADEMY INC and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

The document must state that there are no members or members entitled to vote.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Shelia H Young
Regulatory Specialist II

Letter Number: 517A00019705

www.sunbiz.org

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

July 29, 2017

Amendment Division
Division of Corporations
6327 Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: Current Name of the Corporation
Magic Slippers Fine Arts Academy Inc
Document # N17000004130

The enclosed **Articles of Amendment** and fees are submitted for filing. Please return all correspondence concerning this matter to the following:

Magic Slipper Fine Art Academy Inc
% Delia R Kennedy
150 Alton Road Apt 401
Miami Beach FL 33139

Enclosed is a check for \$35.00 covering the filing fee to amend these articles. For further information concerning this matter, please call Delia R Kennedy at 786-556-1397

Sincerely,



Delia R Kennedy

Consultant and Registered Agent

REC'D
DEC 26 PM 4:46
FALLS
STATE OF FLORIDA
DEPARTMENT OF REVENUE

**ARTICLES OF AMENDMENT
TO THE
ORIGINAL ARTICLES OF INCORPORATION FOR MAGIC SLIPPERS
FINE ARTS ACADEMY INC**

A Florida Not for Profit Corporation
DOCUMENT NUMBER: M7000004130

Pursuant to the provisions of section 617.1006, Florida Statutes, this Florida Not for Profit Corporation adopts the following amendments to its Original Articles of Incorporation filed 4/17/2017

ARTICLE I ORGANIZATION

1. The name of the parent organization shall be Magic Slippers Fine Arts Academy, Inc (MSFA)
2. The Articles for Magic Slippers Fine Arts Academy Inc ID# 82-1193971 was filed on 4-17-2017
3. The organization shall have a seal which shall be in the following form: Self-Inking and embossed
4. The organization may at its pleasure by a vote of the membership body change its name, modify, or expound.
5. The organization's mailing address is 150 Alton Road Apt 401 Miami Beach FL 33139
6. The principal place of the business is 7251 Collins Ave Miami Beach FL 33141

II PURPOSE & OVERVIEW

The purpose by which this corporation is organized is as a 501 © 3 Charitable organization providing an intimate and exceptional learning experience to student s learning from experts from all walks of life and providing academic teaching in entertainment that is inspired by culture and diversity. Monica Torres Perez is the Founder and Chairman of this elite organization and works with recognized artist and educations from around the globe. Monica has been running the day-to-day operations of a fine arts dance academy which is multi-diverse taking viewers to places they never imagined. Monica has worked for decades with involving infants, Children and youth in the arts is

associated with gains in math, reading, cognitive ability, critical thinking, and verbal skill as well as those with a developmental condition. The dancing in the fine arts where she is focused on continuing to teach those with all developmental disabilities and conditions can also improve motivation, concentration, confidence, of the infant, child and youth . Studies further discusses how some of the benefits of arts education: intrinsic motivation and stimulation can actually connect people to their world and society, leading to an easier ability to form social bonds and a sense of community.

MSFA's curriculum's accessibility expands to a broad range to accommodate all forms of the fine arts because we strive to develop the individuals' artistic interest and abilities. Within the content of our purpose, our exceptional on-site programming offers a wide-scope of educational opportunities with activities in the fine arts for communities with vulnerable populations' especially young children and youth including all special needs children and youth as well as adults.

Our center's outreach efforts also target in reaching underserved children, youth and elders by bringing high quality arts education and artistic experiences to community centers, rehabilitation centers and special needs schools, adult community centers,

The (MSFA) and outreach department fulfills our mission by hiring highly qualified dance, art and music specialists and instructors, purchasing professional arts' and providing educational and therapeutic hands-on instruction for several longstanding programs.

Children, Youth and Adults who are musicians and artists with disabilities represent the same range of diversity as their mainstream peers. We may be raising children who have a love of opera, country, rock, ballet, classical or hip-hop that will take us by surprise when they have the opportunity to make their preferences known. The outcomes are often synonymously progressive with individual youth and adults that do not have any special needs but an artistic incline.

Parents through the ages have sung to their children and carried them to the fine arts community events where songs and dances reflecting their culture and history create links between that past and our greatest hopes for their future.

Including children with disabilities in mainstream music, dancing and singing programs can create an atmosphere where their mainstream peers feel welcome and comfortable expressing themselves through music rather than behavior.

Those who feel more kinship with their same-age peers may develop a taste for music that their parents may have shared in their younger years.

Music creates and reflects the culture our children will draw upon as they grow into adulthood. Our children and youth may find themes in popular music that help them understand their own place in the world. Singing along with songs and playing instruments that have special meaning to them and imagining that the songwriter shares exactly the same feelings can release them briefly from their own sense of isolation, loneliness or alienation.

Playing music, singing and dancing gives children and adults a better sense of where their bodies are in space, can help with motor planning, creating muscle memory and better anticipation of what comes next in other contexts.

Children with special needs may have methods of communicating or ordering words that make more sense in musical forms than everyday speech. Sometimes we are better listeners when we are not hearing a spoken word. Being heard in song even with an audience of one gives a child a better chance to express what they might not have had time to say in any other way. An instrument, drums, or voice without words may be just what we have been listening for all along.

ARTICLE III MEMBERSHIP

There will be no members in this organization

ARTICLE IV MEETINGS

1-The annual membership meeting of this organization shall be held on the 15th day of the 4th Month each and every year except if such day is a legal holiday, then and in that event, the Board of Directors shall fix the day but it shall not be more than two weeks from the date fixed by these By-Laws.

2-The Secretary shall cause to be mailed to every member in good standing at his address as it appears in the membership roll book in this organization a notice telling the time and place of such annual meeting.

Founder and Chairman Monica Torres Perez shall hold 4-Regular meetings of this organization at Location of Choice, which are members of the Executive Board.

4-The presence of not less than 2/3 percent of the members shall constitute a quorum and shall be necessary to conduct the business of this organization; but a lesser percentage may adjourn the meeting for a period of not more than 1 week

from the date scheduled by these By-Laws and the secretary shall cause a notice of this scheduled meeting to be sent to all those members who were not present at the meeting originally called. A quorum as herein before set forth shall be required at any adjourned meeting.

5-Special meetings of this organization may be called by the President when he deems it for the best interest of the organization. Notices of such meeting shall be mailed to all members at their addresses as they appear in the membership roll book at least ten (10) days before the scheduled date set for such special meeting. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and who called it.

At the request of 2/3% percent of the members of the Board of Directors or 3 of the members of the organization, the president shall cause a special meeting to be called but such request must be made in writing at least ten (10) days before the requested scheduled date.

6-No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

ARTICLE V VOTING

1-At all meetings, except for the election of officers and directors, all votes shall be by voice. For election of officers, ballots shall be provided and there shall not appear any place on such ballot that might tend to indicate the person who cast such ballot.

2-At any regular or special meeting, if a majority so requires, any question may be voted upon in the manner and style provided for election of officers and directors. At all votes by ballot the chairman of such meeting shall, prior to the commencement of balloting, appoint a committee of three who shall act as "Inspectors of Election" and who shall, at the conclusion of such balloting, certify in writing to the Chairman the results and the certified copy shall be physically affixed in the minute book to the minutes of that meeting.

3-No inspector of election shall be a candidate for office or shall be personally interested in the question voted upon.

ARTICLE VI ORDER OF BUSINESS Roberts Rules of Order

1. Roll Call.
2. Reading of the Minutes of the preceding meeting.
3. Reports of Committees.

4. Reports of Officers.
5. Old and Unfinished Business.
6. New Business.
7. Adjournments.

4- Original Founder, Monica Torres Perez must have venue and no vote and no Board Meetings will be held without their presence will be considered null and void and in violation of these by-laws

ARTICLE VII BOARD OF DIRECTORS

The business of this organization shall be managed by a Board of Directors consisting of 4 officers and one voting member, together with the officers of this organization. At least one of the directors elected shall be a resident of the State of Florida and a citizen of the United States.

The directors to be chosen for the ensuing year shall be chosen at the annual meeting of this organization in the same manner and style as the officers of this organization and they shall serve for a term of 2 (two) years.

The Board of Directors shall have the control and management of the affairs and business of this organization.

Such Board of Directors shall only act in the name of the organization when it shall be regularly convened by its chairman after due notice to all the directors of such meeting.

2/3% percent of the members of the Board of Directors shall constitute a quorum and the meetings of the Board of Directors shall be held regularly each quarter or 4 times per year

Each director shall have one vote and such voting may not be done by proxy,

The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the year.

The President of the organization by virtue of his office shall be Chairman of the General Board of Directors.

The General Board of Directors shall select from one of their members a secretary.

A director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any director. Counsel upon any removal hearing may represent a director. The Board of Directors shall adopt such

rules for this hearing, as it may in its discretion consider necessary for the best interests of the organization.

The Founder and Chairman Monica Torres Perez via the bylaws establishes her founding rights and efforts designated an individual to a specific responsibility will not be under the administration of the General Board of Directors and will all be held harmless to any type of dismissal or expulsion from the organization.

**ARTICLE VIII
EXECUTIVE BOARD OF DIRECTORS**

The initial officers of the organization shall be determined as the Executive Board is the Founder and Chairman Monica Torres Perez will remain upon inception irrevocably and in perpetuity. At the time of the first official Board of Directors, the above-mentioned person(s) and additional Directors invited before the first Board of Directors Meeting and cannot be removed by any General Board of Directors, current or future. They will be the Executive Board and as such since they were not nominated but created and founded the mission, vision and guiding principles of Magic Sleepers Fine Arts Academy Inc are hereby declare as permanent officio's and not subject to removal. Upon such time that the first Board of Directors are nominated and sworn in, the Founders, Chairman and Co-Founders will have venue but no vote and will become permanent employees of the organization. Her esteemed board members below are professions in the fine arts both I signing and dancing as as in non profit consulting

**ARTICLE VIII-II
REGULAR AND/OR GENERAL BOARD OF DIRECTORS**

Upon the first Board of Directors appointment, these are the responsibilities of each:

President Kiley Hernandez 150 Alton Road Apt 401Miami Beach FL
33139

Vice

President Maria Rubier Piedra 150 Alton Road Apt 401Miami Beach FL
33139

Secretary/Treasurer

Delia R Kennedy 150 Alton Road Apt 401 Miami Beach FL
33139

The President shall have the following responsibilities:

- Shall preside at all membership meetings
- Shall by virtue of his office be Chairman of the Board of Directors
- Shall present at each annual meeting of the organization an annual report of work of the organization
- Shall appoint all committees, temporary or permanent
- Shall see all books, reports and certificates required by law are properly kept or filed
- Shall be one of the officers who may sign the checks or drafts of the organization
- Shall have such powers as may be reasonably construed as belonging to the chief executive of any organization

The Vice President shall in the event of the absence or inability of the President to exercise his office become acting president of the organization with all the rights, privileges and powers as if he had been the duly elected president.

The Secretary shall have the following responsibilities:

- Keep the minutes and records of the organization in appropriate books
- It shall be their duty to file any certificate required by any statute, federal or state
- Shall give and serve all notices to members of this organization
- Shall be the official custodian of the records and seal of this organization
- May be one of the officers required to sign the checks and drafts of the organization

- Shall present to the membership at any meetings any communication addressed to him as Secretary of the organization
- Shall submit to the Board of Directors any communications which shall be addressed to him as Secretary of the organization
- Shall attend to all correspondence of the organization and shall exercise all duties incident to the office of Secretary

The Treasurer shall have the following responsibilities:

- The care and custody of all monies belonging to the organization and shall be solely responsible for such monies or securities of the organization
- Shall cause accounts for donations, grants and sponsorships deposited in a regular business bank or trust company an any sum that exceeds \$50,000.00 will be done by the Treasurer of the Board as deemed and the balance of the funds of the organization shall be deposited in a savings bank except that the Board of Directors may cause such funds to be invested in such investments as shall be legal for a non-profit corporation in this state
- Must be one of the officers who shall sign checks or drafts of the organization
- No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it
- Shall render at stated periods as the Board of Directors shall determine a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Directors of such meeting
- Shall exercise all duties incident to the office of Treasurer
- Officers shall by virtue of their office be members of the Board of Directors
- No officer shall for reason of his office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director for receiving any compensation from the organization for duties other than as a director or officer

ARTICLE IX SALARIES

The Executive Board Members shall hire and fix the compensation of any and all employees, which they in their discretion may determine to be necessary for the conduct of the business of the organization. These initial founding rights and decisions shall be at the sole discretion of the Founder and Chairman

ARTICLE X COMMITTEES

All committees of this organization shall be appointed by the Board of Directors and their term of office shall be for a period of one year or less if sooner terminated by the action of the Board of Directors.

The permanent committees shall be: Determined during the first year

ARTICLE XI DUES

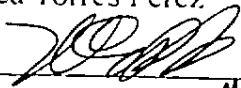
The dues of this organization shall be \$100.00 per quarter and shall be payable on the beginning of the fiscal year upon the setting of the first official Board of Directors meeting.

ARTICLE XII AMENDMENTS

These By-Laws may be altered, amended, repealed or added to by an affirmative vote of not less than 2/3% percent of the members. *There are sufficient members that voted on this amendment and the votes casted were sufficient for approval and were*

Adopted this 29th of August, 2017 proper amount of board votes for Magic Sleepers Fine Arts Academy, Inc and below the Executive Board has signed.

Monica Torres Perez



Member

Magic Slippers Fine Arts Academy, Inc