

MAY 11 2018

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Art Prevails Project, Inc.

DOCUMENT NUMBER: N17000009877

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

Please return all correspondence concerning this matter to the following:

Darius V. Daughtry

(Name of Contact Person)

Art Prevails Project

(Firm/ Company)

4701 NW 17th Street

(Address)

Lauderhill, FL 33313

(City/ State and Zip Code)

darius@artprevailsproject.org

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

For further information concerning this matter, please call:

Darius Daughtry

954 - 336 - 5015

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:

- | | | | |
|--|---|---|--|
| <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

FILED

MAY -8 AM 11:00

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

Arts Prevail Project, Inc.

Pursuant to the provisions of Section 617.1006, Florida Statute, this Florida Not-for-Profit Corporation hereby adopts the following amendment(s) to its Articles of Incorporation:

ARTICLE III
PURPOSE

Section 3.1. The purpose for which the Corporation is organized is for transacting any and all lawful business for which corporations may be incorporated under the Florida Not for Profit Corporation Act. The corporation is organized exclusively for charitable and educational purposes, including, to distribute the whole or any part of the income therefrom and the principal thereof exclusively for charitable and educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto, as they now exist or as they may hereafter be amended.

Section 3.2. The specific purpose of the organization is: to empower the residents of South Florida, and beyond, through performing arts, education, and community engagement.

Section 3.3. The Corporation shall have the power, either directly or indirectly, wither alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which a Corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster or attain any such purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Internal Revenue Code of 1986 and the regulations thereunder as the same now exist or as they may be hereinafter from time to time.

ARTICLE IV
DIRECTORS AND MANNER OF ELECTION

Section 4.1. The affairs of the Corporation shall be governed by a Board of Directors (herein after referred to as the "Board"), subject to the restriction that, except as specifically set forth to the contrary in the Bylaws, the exercise of any powers or actions of the Board shall

require the approval thereof by a majority vote of the Board present at a meeting at which a quorum of no less than three (3) Directors are present. The affirmative vote of at least two (2) Directors shall be necessary for all corporate action requiring a vote of the Board, including, but not limited to the following:

Section 4.1.1. Approval of charitable gifts, transfers, distributions and grants by the Corporation to other entities.

Section 4.1.2. Adoption of an amendment to the Articles of Incorporation or the Bylaws.

Section 4.1.3. Organization of a subsidiary or affiliate by the Corporation.

Section 4.1.4. Approval of any merger, consolidation or sale or other transfer of all or a substantial part of the assets of the Corporation.

Section 4.2. The Board of Directors shall consist of the following members elected in accordance with this Section 4.2, 4.3 and the Bylaws:

NAME	TITLE	ADDRESS
Darius V. Daughtry	President	4701 NW 17 th Street Lauderhill, FL 33313
Triccilla Brown	Vice-President	4701 NW 17 th Street Lauderhill, FL 33313
Takita Love	2 nd Vice-President	4701 NW 17 th Street Lauderhill, FL 33313
Marlin K. Green	Member	4000 Ponce De Leon Blvd. #630 Coral Gables, FL 33146
Cynthia Reynoso	Member	9869 Riverside Drive Coral Springs, FL 33071
Dr. Teri Tribuga Williams	Member	3301 College Ave Fort Lauderdale, FL 33314

Section 4.3. The term of office of an elected Director shall be three (3) years and shall expire, regardless of whether or not a successor shall have been duly elected and qualified. The terms of elected Directors shall be staggered so that no elected Director's term expires less than one (1) month before the expiration of the next elected Director. However, the term of office of the President shall be twenty (20) years.

ARTICLE VIII
NON-STOCK CORPORATION

The Corporation is organized on a non-stock basis under the Florida Not for Profit Corporation Act and may not issue certificates of Membership. There shall be membership fees. This Corporation shall have a membership consisting of the Board of Directors of the Corporation serving from time to time. The Corporation shall have perpetual existence unless dissolved pursuant to the Law.

ARTICLE IX
LIMITATIONS

Section 9.1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, any Director or Officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes); and no Director or Officer of the Corporation or any other private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

Section 9.2. 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 or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 9.3. The Corporation shall distribute its income for each taxable year at such time and in such manners not to become subject to tax undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 9.4. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 9.5. The Corporation shall not retain any excess business holdings as defined in Section 4943© of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 9.6. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 9.7. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 9.8. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501 (c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.

ARTICLE X
DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation, exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable and educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the court having proper jurisdiction in the country where the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI
AMENDMENT/BYLAWS

The Articles of Incorporation may be amended in the manner and with the vote prescribed by or in accordance to state and federal laws for exempt organizations. Each amendment shall be approved by the majority vote of the Board of Directors. The Board of Directors of this Corporation shall adopt Bylaws for the government of the Corporation which shall be subordinate only to the Articles of Incorporation and the laws of the United States and the State of Florida. The Bylaws may be amended from time to time by the Board of Directors.

The amendments were adopted by the members and the number of votes cast for the amendments were sufficient for approval on April 27, 2018.

Signed by:

A handwritten signature in black ink, appearing to read 'Darius V. Daughtry', written over a horizontal line.

Darius V. Daughtry, President