

Leslie Seller 800-432-3622

(02/08) 10/13/2023 03:08:08 PM

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Florida Department of State
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
LIVE PLAY WORKSHOP, INC.**

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October 12, 2023

FLORIDA DEPARTMENT OF STATE
Division of Corporations

LIVE PLAY WORKSHOP, INC.
2513 HARN BLVD, UNIT 1
CLEARWATER, FL 33764US

SUBJECT: LIVE PLAY WORKSHOP, INC.
REF: N23000011505

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Regulatory Specialist II Supervisor Letter Number: 823A00023740

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
LIVE PLAY WORKSHOP, INC.**

In compliance with the requirements of the Florida Business Corporation Act, and any amendments thereto, supplementaries thereto, or substitutes therefor (the "FBCA"), The original Articles of Incorporation of the Corporation, as filed on September 22, 2023 in the Office of the Secretary of State of the State of Florida, are hereby amended and restated in their entirety to read as follows:

ARTICLE I: NAME

The name of the corporation shall be Live Play Workshop, Inc. (the "Corporation").

ARTICLE II: INITIAL PRINCIPAL OFFICE

The street and mailing address of the initial principal office of the Corporation is 2513 Ham Blvd, Unit 1, Clearwater, FL 33764.

ARTICLE III: PURPOSE

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes (or any combination thereof) under section 501(c)(3) of the Internal Revenue Code (the "Code") as amended, the U.S. Treasury Department Regulations promulgated thereunder, corresponding sections of any future federal tax code, and Chapter 617 of the FBCA. The objectives of the Corporation shall be:

- (a) to provide children with the opportunity to learn, create, and perform music in front of live audiences;
- (b) to provide instruments, materials, and mentorship to these children through studio musicians and teachers;
- (c) to propel children on the right path to achieve their goals and dreams in the music industry.

ARTICLE IV: TERM

This Corporation shall have perpetual existence.

ARTICLE V : MEMBERS

The Corporation shall have no members or shareholders and shall not issue any shares of stock or certificates or any evidence of membership.

ARTICLE VI: BOARD OF DIRECTORS

The board of directors of the Corporation shall consist of no less than three (3) members. The number of directors constituting the current board of directors of the Corporation shall be three (3). This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than three (3). The names and addresses of the persons who are to serve as directors until the next annual meeting of the directors or until their successors are elected and qualified are as follows:

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Richard Lyszczyk	2909 Gulf to Bay Blvd., L101 Clearwater, FL 33759
Justin Stile	2513 Harn Blvd., Unit 1 Clearwater, FL 33764
Royce Bassham	3316 Salisbury Drive Holiday, FL 24691

The manner of electing directors, filling vacancies created by the resignation or removal of directors, and increasing or decreasing the number of directors constituting the board of directors is set forth in the bylaws of the Corporation. A director may be removed from office at any time, with or without cause, by the vote of a majority of the directors serving on the board of directors at the time such vote is taken. No director of the Corporation shall receive any compensation for his or her service as a director, provided, however, that director may be reimbursed by the Corporation for direct expenses incurred in connection with his or her service as a director.

ARTICLE VIII: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 2513 Harn Blvd., Unit 1, Clearwater, FL 33764. The name of the initial registered agent of the Corporation at that office is Justin Stile.

ARTICLE IX: INCORPORATOR

The name and street address of the Corporation's incorporator is:

Kelsey Shofner	1445 Ross Avenue, Suite 3600 Dallas, TX 75202
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ARTICLE X: INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Corporation shall indemnify, advance expenses, and hold harmless, to the fullest extent permitted by the FBCA and other applicable law as it presently exists or may hereafter be amended, any person (a "Covered Person") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal (a "Proceeding"), by reason of the fact that they, or a person for whom they are the legal representative, is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation or of a partnership, joint venture, trust, enterprise, or nonprofit entity, including service with respect to employee benefit plans, against all liability, damages, and loss suffered and expenses (including attorneys' fees) actually and reasonably incurred by such Covered Person. Any amendment, repeal, or modification of this Article X shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

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ARTICLE X: BYLAWS

The power to alter, amend, or repeal the bylaws or adopt new bylaws shall be vested in the board of directors of the Corporation as more fully described in the bylaws.

ARTICLE XII: AMENDMENTS

These Amended and Restated Articles of Incorporation may be amended from time to time in accordance with the applicable provisions of the FCBA.

ARTICLE XIII: DISSOLUTION

Upon the dissolution and the winding up of its affairs, the assets of the Corporation remaining after payment of all debts and liabilities of the Corporation shall be distributed to one or more organizations exempt from federal income tax under Code Section 501(c)(3). The identity of such recipient or recipients of the remaining assets of the Corporation upon the dissolution thereof shall be determined by the board of directors of the Corporation.

ARTICLE XIV: PROHIBITED ACTIVITIES

Notwithstanding any other provision of these Amended and Restated Articles of Incorporation, no part of the earnings of the Corporation shall inure to the benefit of any director, officer, or other person holding a position of influence with the Corporation, or to any private individual (except that reasonable compensation may be paid for services rendered to or for the benefit of the Corporation in connection with the accomplishment of one or more of its stated charitable purposes, which are set forth in Article III), and no director or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. 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 intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.

[Signatures to follow]

Leslie Sellers 6004323622

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IN WITNESS WHEREOF, the undersigned corporation hereby executes these Amended and Restated Articles of Incorporation as of October 11, 2023.

LIVE PLAY WORKSHOP, INC.

BY: 

Name: Richard Sellers

Title: Director

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