

STATE OF GEORGIA
Secretary of State
Corporations Division
313 West Tower
2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CERTIFICATE OF RESTATED ARTICLES

I, **Brad Raffensperger**, the Secretary of State and the Corporation Commissioner of the State of Georgia, hereby certify under the seal of my office that

Henry for Music, Inc.
a Domestic Nonprofit Corporation

has amended and filed duly restated articles on 11/13/2020 in the Office of the Secretary of State and has paid the required fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said restated articles.

WITNESS my hand and official seal in the City of Atlanta
and the State of Georgia on **12/04/2020**.



Brad Raffensperger

Brad Raffensperger
Secretary of State

**ARTICLES OF RESTATEMENT
TO THE
ARTICLES OF INCORPORATION
OF
HENRY FOR MUSIC, INC.**

Henry for Music, Inc., a corporation organized and existing under the laws of the State of Georgia, hereby certifies as follows:

1. The name of the corporation is Henry for Music, Inc. (the “**Corporation**”).
2. The street address and county of the initial registered office of the Corporation is 240 Brooks Drive, in the City of Stockbridge, County of Henry, and State of Georgia 30281, and the name of the initial registered agent of the Corporation at such address is Jerry Hesselink.
3. Pursuant to Section 14-3-1006 of the Georgia Nonprofit Corporation Code (the “**GNCC**”), these Articles of Restatement amend and restate the Articles of Incorporation of the Corporation filed on August 23, 2019 (the “**Articles of Restatement**”). These Articles of Restatement were duly adopted by the Board of Directors of the Corporation in accordance with the provisions of Sections 14-3-1002 and 14-3-1006 of the GNCC on August 16, 2020. No approval of the members of the Corporation was required.
4. The Articles of Incorporation of the Corporation are hereby amended and restated to read in their entirety as follows:

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
HENRY FOR MUSIC, INC.**

I.

NAME. The name of the corporation (the “**Corporation**”) is Henry for Music., Inc.

II.

NONPROFIT CORPORATION. The Corporation is formed and organized pursuant to the Georgia Nonprofit Corporation Code and, except as may be provided herein, may engage in any and all activities that are lawful for a Georgia nonprofit corporation that is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or any corresponding provision of any future United States Internal Revenue law) (the “**Code**”).

III.

OFFICES. The street address and county of the initial registered office is 240 Brooks Drive, in the City of Stockbridge, County of Henry, and State of Georgia 30281, and the name of the initial registered agent of the Corporation at such address is Jerry Hesselink. The mailing address of the initial principal office of the Corporation is P.O. Box 27, Stockbridge, Georgia 30281.

IV.

INCORPORATORS. The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Jerry Hesselink	240 Brooks Drive Stockbridge, GA 30281

V.

MEMBERS. The Corporation shall not be a membership organization nor shall it have members.

VI.

BOARD OF DIRECTORS. The affairs of the Corporation shall be managed by the Board of Directors. Directors shall be elected or appointed in the manner set forth in the Bylaws of the Corporation. The Board of Directors shall exercise all the powers of the Corporation.

VII.

PURPOSE. The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, within the meaning of Code Section 501(c)(3).

VIII.

PROHIBITION AGAINST PRIVATE INUREMENT. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers or other private shareholders or individuals, or organizations organized and operated for profit, 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 the purposes set forth in Article VI hereof.

IX.

RESTRICTIONS ON POLITICAL AND OTHER ACTIVITIES. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. No activity of the Corporation shall consist of participating or intervening in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision in these Articles, the Corporation shall not carry on any activities not permitted to be carried on by, or which would invalidate its status as, an organization (a) which is exempt from federal income taxation under Code Section 501(a) as an organization described in Code Section 501(c)(3) and (b) contributions to which are deductible under Code Section 170(c)(2).

X.

LIMITATION ON LIABILITY. No director or former director of the Corporation shall be personally liable to the Corporation for monetary damages for any action taken, or any failure to take any action, as a director, except liability: (a) for any appropriation, in violation of such director's duties, of any business opportunity of the Corporation; (b) for acts or omissions which involve intentional misconduct or a knowing violation of law; (c) for the types of liability set forth in Sections 14-3-860 through 14-3-864 of the Georgia Nonprofit Corporation Code (dealing with "conflicting interest transactions"); or (d) for any transaction from which the director received an improper personal benefit. The limitation of liability conferred in this Article shall be in addition to and not in lieu of all other limitations, immunities, and indemnities conferred by law, these Articles, and the Bylaws of the Corporation. Favorable statutory amendments to the Georgia Nonprofit Corporation Code broadening the organization's authority to exculpate are automatically adopted hereto.

XI.

DISSOLUTION. Upon the dissolution or final liquidation of the Corporation, the directors shall, after the Corporation pays or makes provisions for the payment of all of the known liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively either by direct distribution for the purposes of the Corporation (as set forth in Article VI), or by distribution to one or more organizations (a) which then qualify for exemption from federal income taxation under the provisions of Code Section 501(a) as an organization described in Code Section 501(c)(3), and (b) contributions to which are then deductible under Code Section 170(c)(2), as the directors shall determine. Any such assets not so disposed of by the Board of Directors shall be disposed of by the Superior Court of the county in which the principal office of the Corporation is then located,

exclusively for such purposes or to such organization or organizations which are organized and operated exclusively for such purposes, as said court shall determine.

XII.

AMENDMENT AND RESTATEMENT. Approval of these Amended and Restated Articles of Incorporation is permitted and in accordance with O.C.G.A. 14-3-1001, 14-3-1005 and 14-3-1006. Approval of these Amended and Restated Articles of Incorporation is required only by the Corporation's Board of Directors. The Corporation has no members. The Board of Directors currently consists of 6 directors (Jerry Hesselink, Glenn Collins, LaVerne Spruill, Michelle Sanders, Kevina Franklin, and Kim Cloutman), all of whom received a copy of the Articles of Restatement and the Amended and Restated Articles of Incorporation, and at a duly called regular meeting of the Corporation's Board of Directors on August 16, 2020, the Board of Directors by a unanimous vote, adopted, ratified and approved these Amended and Restated Articles of Incorporation of Henry for Music, Inc.

These Amended and Restated Articles of Incorporation hereby supersede the original Articles of Incorporation and all amendments thereto.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, the Corporation has caused these Amended and Restated Articles of Incorporation to be executed by its duly authorized officer as of November 13, 2020.

HENRY FOR MUSIC, INC.

By:

A handwritten signature in black ink, appearing to read "Gerald Hesselink", written over a horizontal line.

Name: Gerald Hesselink

Title: CEO



Secretary of State

**OFFICE OF SECRETARY OF STATE
CORPORATIONS DIVISION**

2 Martin Luther King Jr. Dr. SE
Suite 313 West Tower
Atlanta, Georgia 30334
(404) 656-2817
sos.ga.gov

Electronically Filed
Secretary of State
Filing Date: 11/13/2020 11:48:23 AM

**TRANSMITTAL INFORMATION FORM
RESTATEMENT**

1. **Henry for Music, Inc.**

Entity Name

19114848

Entity Control No.

2. **Marie Kinch**

Name of Person Filing Restatement

**Kilpatrick Townsend & Stockton LLP , 1100
Peachtree Street, Suite 2800**

Atlanta

GA

32030

Address

City

State

Zip Code

3. Submitted with this filing is a filing fee of \$20.00 payable to "Secretary of State". Filing fees are non-refundable.

I understand that this Transmittal Information Form is included as part of my filing, and the information on this form will be entered in the Secretary of State business entity database. I certify that the above information is true and correct to the best of my knowledge.

Marie Kinch

Signature of Authorized Person