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Form 990-EZ

Short Form

Return of Organization Exempt From Income Tax

OMB No. 1545 1150

2009

Department of the Treasury
Internal Revenue Service

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code
(except black lung benefit trust or private foundation)

► Sponsoring organizations of donor advised funds and controlling organizations as defined in section 512(b)(13) must file Form 990. All other organizations with gross receipts less than \$500,000 and total assets less than \$1,250,000 at the end of the year may use this form

► The organization may have to use a copy of this return to satisfy state reporting requirements

Open to Public
Inspection

A For the 2009 calendar year, or tax year beginning 7/01, 2009, and ending 6/30, 2010

B Check if applicable

Address change
 Name change
 Initial return
 Termination
 Amended return
 Application pending

Please use IRS label or print or type. See Specific Instructions

C
GEORGIA MUSIC FOUNDATION, INC.
200 MARTIN LUTHER KING, JR. BLVD.
MACON, GA 31201

D Employer identification number

58-2133856

E Telephone number

478-751-3133

F Group Exemption Number

• Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).

G Accounting method. Cash Accrual
Other (specify) ▶

I Website: ▶ N/A

H Check ▶ if the organization is not required to attach Schedule B (Form 990, 990-EZ, or 990-PF)

J Tax-exempt status (check only one) — 501(c) (3) ▶ (insert no) 4947(a)(1) or 527K Check ▶ if the organization is not a section 509(a)(3) supporting organization and its gross receipts are normally not more than \$25,000. A Form 990-EZ or Form 990 return is not required, but if the organization chooses to file a return, be sure to file a complete return

L Add lines 5b, 6b, and 7b, to line 9 to determine gross receipts, if \$500,000 or more, file Form 990 instead of Form 990-EZ ▶ \$ 186,242.

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See the instructions for Part I.)

REVENUE	1 Contributions, gifts, grants, and similar amounts received 2 Program service revenue including government fees and contracts 3 Membership dues and assessments 4 Investment income 5a Gross amount from sale of assets other than inventory b Less: cost or other basis and sales expenses c Gain or (loss) from sale of assets other than inventory (Subtract In 5b from In 5a) 6 Special events and activities (complete applicable parts of Schedule G) If any amount is from gaming, check here ▶ <input type="checkbox"/> a Gross revenue (not including \$ RECEIVED of contributions reported on line 1) b Less: direct expenses other than fundraising expenses c Net income or (loss) from special events and activities (Subtract line 6b from line 6a) 7a Gross sales of inventory, less returns and allowances b Less: cost of goods sold c Gross profit or (loss) from sales of inventory (Subtract line 7b from line 7a) 8 Other revenue (describe ▶ SEE STATEMENT 1) 9 Total revenue. Add lines 1, 2, 3, 4, 5c, 6c, 7c, and 8	1 135,855. 2 1,215. 3 9,506. 4 444. 5a 5b 5c 6a 10,924. 6b 14,408. 6c -3,484. 7a 7b 7c 8 28,298. 9 171,834.
EXPENSES	10 Grants and similar amounts paid (attach schedule) 11 Benefits paid to or for members 12 Salaries, other compensation, and employee benefits 13 Professional fees and other payments to independent contractors 14 Occupancy, rent, utilities, and maintenance 15 Printing, publications, postage, and shipping 16 Other expenses (describe ▶ SEE STATEMENT 2) 17 Total expenses. Add lines 10 through 16 ▶	10 11 12 13 2,412. 14 15 318. 16 127,922. 17 130,652. 18 41,182. 19 629,612. 20 21 670,794.
ASSETS/NET	18 Excess or (deficit) for the year (Subtract line 17 from line 9) 19 Net assets or fund balances at beginning of year (from line 27, column (A)) (must agree with end-of-year figure reported on prior year's return) 20 Other changes in net assets or fund balances (attach explanation) 21 Net assets or fund balances at end of year. Combine lines 18 through 20.	

Part II Balance Sheets. If Total assets on line 25, column (B) are \$1,250,000 or more, file Form 990 instead of Form 990-EZ

(See the instructions for Part II.)

	(A) Beginning of year	(B) End of year
22 Cash, savings, and investments	35,876.	22 44,767.
23 Land and buildings	23	
24 Other assets (describe ▶ SEE STATEMENT 3)	628,736.	24 628,277.
25 Total assets	664,612.	25 673,044.
26 Total liabilities (describe ▶ SEE STATEMENT 4)	35,000.	26 2,250.
27 Net assets or fund balances (line 27 of column (B) must agree with line 21)	629,612.	27 670,794.

BAA For Privacy Act and Paperwork Reduction Act Notice, see separate instructions.

Form 990-EZ (2009)

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Part V Other Information (Note the statement requirements in the instrs for Part V.)

SEE STATEMENT 5

33 Did the organization engage in any activity not previously reported to the IRS? If 'Yes,' attach a detailed description of each activity

34 Were any changes made to the organizing or governing documents? If 'Yes,' attach a conformed copy of the changes

35 If the organization had income from business activities, such as those reported on lines 2, 6a, and 7a (among others), but not reported on Form 990-T, attach a statement explaining why the organization did not report the income on Form 990-T

a Did the organization have unrelated business gross income of \$1,000 or more or was it subject to section 6033(e) notice, reporting, and proxy tax requirements?

b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?

36 Did the organization undergo a liquidation, dissolution, termination, or significant disposition of net assets during the year? If 'Yes,' complete applicable parts of Schedule N

37a Enter amount of political expenditures, direct or indirect, as described in the instructions ► **37a** 0.

b Did the organization file **Form 1120-POL** for this year?

38a Did the organization borrow from, or make any loans to, any officer, director, trustee, or key employee **or** were any such loans made in a prior year and still outstanding at the end of the period covered by this return?

b If 'Yes,' complete Schedule L, Part II and enter the total amount involved

39 Section 501(c)(7) organizations Enter.

a Initiation fees and capital contributions included on line 9

b Gross receipts, included on line 9, for public use of club facilities

40a Section 501(c)(3) organizations Enter amount of tax imposed on the organization during the year under section 4911 ► **0.**, section 4912 ► **0.**, section 4955 ► **0.**

b Section 501(c)(3) and 501(c)(4) organizations Did the organization engage in any section 4958 excess benefit transaction during the year or is it aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If 'Yes,' complete Schedule L, Part I

c Section 501(c)(3) and 501(c)(4) organizations Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 ► **0.**

d Section 501(c)(3) and 501(c)(4) organizations Enter amount of tax on line 40c reimbursed by the organization ► **0.**

e All organizations At any time during the tax year, was the organization a party to a prohibited tax shelter transaction? If 'Yes,' complete Form 8886-T

41 List the states with which a copy of this return is filed ► **NONE**

42a The organization's books are in care of ► **CISSY CREEKMORE** Telephone no. ► **478-750-8555**
Located at ► **200 MARTIN LUTHER KING, JR. BLVD. MACON GA** ZIP + 4 ► **31201**

b At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)?

If 'Yes,' enter the name of the foreign country ►

See the instructions for exceptions and filing requirements for **Form TD F 90-22 1, Report of a Foreign Bank and Financial Accounts**.

c At any time during the calendar year, did the organization maintain an office outside of the U.S.?

If 'Yes,' enter the name of the foreign country ►

43 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of **Form 1041** – Check here and enter the amount of tax-exempt interest received or accrued during the tax year ► **43** **N/A**

44 Did the organization maintain any donor advised funds? If 'Yes,' Form 990 must be completed instead of Form 990-EZ

45 Is any related organization a controlled entity of the organization within the meaning of section 512(b)(13)? If 'Yes,' Form 990 must be completed instead of Form 990-EZ

Part VI **Section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts only.** All section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts must answer questions 46-49b and complete the tables for lines 50 and 51.

46 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If 'Yes,' complete Schedule C, Part I

	Yes	No
46	X	
47	X	
48	X	
49a	X	
49b		

47 Did the organization engage in lobbying activities? If 'Yes,' complete Schedule C, Part II

48 Is the organization a school as described in section 170(b)(1)(A)(ii)? If 'Yes,' complete Schedule E

49a Did the organization make any transfers to an exempt non-charitable related organization?

b If 'Yes,' was the related organization a section 527 organization?

50 Complete this table for the organization's five highest compensated employees (other than officers, directors, trustees and key employees) who each received more than \$100,000 of compensation from the organization. If there is none, enter 'None.'

(a) Name and address of each employee paid more than \$100,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account and other allowances
NONE				

f Total number of other employees paid over \$100,000 ► _____

51 Complete this table for the organization's five highest compensated independent contractors who each received more than \$100,000 of compensation from the organization. If there is none, enter 'None.'

(a) Name and address of each independent contractor paid more than \$100,000	(b) Type of service	(c) Compensation
NONE		

d Total number of other independent contractors each receiving over \$100,000 ► _____

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge
► <input checked="" type="checkbox"/> <i>Lisa Love Henderson</i>	Date <i>1-9-20-10</i>
► Signature of officer	Date
► <i>Lisa Love Henderson</i>	<i>Director</i>
► Type or print name and title	

Paid Preparer's Use Only	Preparer's Signature ► <i>J. D. H.</i>	Date AUG 27 2010	Check if self employed ► <input type="checkbox"/>	Preparer's Identifying Number (See instructions) P00279414
	Firm's name (or yours if self employed), address, and ZIP + 4 ► MCNAIR, MCLEMORE, MIDDLEBROOKS		EIN ► 58-1094351	
	► POST OFFICE BOX ONE		Phone no ► (478) 746-6277	
	MACON, GA 31202-0001			

May the IRS discuss this return with the preparer shown above? See instructions

► Yes No

BAA

Form 990-EZ (2009)

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

2009

Open to Public
Inspection

Department of the Treasury
Internal Revenue Service

Name of the organization
GEORGIA MUSIC FOUNDATION, INC.

Employer identification number
58-2133856

Part I | Reason for Public Charity Status (All organizations must complete this part.) See instructions

The organization is not a private foundation because it is. (For lines 1 through 11, check only one box.)

1 A church, convention of churches or association of churches described in **section 170(b)(1)(A)(i)**.
2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E.)
3 A hospital or cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state.
5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
8 A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
9 An organization that normally receives (1) more than 33-1/3 % of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions — subject to certain exceptions, and (2) no more than 33-1/3 % of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
10 An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or carry out the purposes of one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2)**. See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h.
a Type I b Type II c Type III — Functionally integrated d Type III— Other
e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2)**.
f If the organization received a written determination from the IRS that is a Type I, Type II or Type III supporting organization, check this box
g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

Yes	No

h Provide the following information about the supported organizations.

Total

BAA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule A (Form 990 or 990-EZ) 2009

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions and membership fees received. (Do not include "unusual grants.")						
2 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf						
3 The value of services or facilities furnished to the organization by a governmental unit without charge. Do not include the value of services or facilities generally furnished to the public without charge						
4 Total. Add lines 1-through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 Total support. Add lines 7 through 10						
12 Gross receipts from related activities, etc (see instructions)					12	

13 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here. ► **Section C. Computation of Public Support Percentage**

14 Public support percentage for 2009 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2008 Schedule A, Part II, line 14	15	%

16a **33-1/3 support test – 2009.** If the organization did not check the box on line 13, and the line 14 is 33-1/3 % or more, check this box and stop here. The organization qualifies as a publicly supported organization ► b **33-1/3 support test – 2008.** If the organization did not check a box on line 13, or 16a, and line 15 is 33-1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ► 17a **10%-facts-and-circumstances test – 2009** If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the 'facts-and-circumstances' test, check this box and stop here. Explain in Part IV how the organization meets the 'facts-and-circumstances' test. The organization qualifies as a publicly supported organization ► b **10%-facts-and-circumstances test – 2008.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the 'facts-and-circumstances' test, check this box and stop here. Explain in Part IV how the organization meets the 'facts-and-circumstances' test. The organization qualifies as a publicly supported organization. ► 18 **Private foundation.** If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ►

Part III. Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I.)

Section A. Public Support

Calendar year (or fiscal yr beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions and membership fees received (Do not include 'unusual grants.')	27,935.	67,858.	60,358.	55,402.	145,361.	356,914.
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in a activity that is related to the organization's tax-exempt purpose						0.
3 Gross receipts from activities that are not an unrelated trade or business under section 513						0.
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						0.
5 The value of services or facilities furnished by a governmental unit to the organization without charge						0.
6 Total. Add lines 1 through 5	27,935.	67,858.	60,358.	55,402.	145,361.	356,914.
7a Amounts included on lines 1, 2, 3 received from disqualified persons	0.	0.	0.	0.	0.	0.
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of 1% of the amount on line 13 for the year	0.	0.	0.	0.	0.	0.
c Add lines 7a and 7b	0.	0.	0.	0.	0.	0.
8 Public support (Subtract line 7c from line 6)						356,914.

Section B. Total Support

Calendar year (or fiscal yr beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
9 Amounts from line 6	27,935.	67,858.	60,358.	55,402.	145,361.	356,914.
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	10,593.	7,199.	2,589.	7,729.	444.	28,554.
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						0.
c Add lines 10a and 10b	10,593.	7,199.	2,589.	7,729.	444.	28,554.
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						0.
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) SEE PART IV	25,904.	2,441.	29,354.	27,409.	39,222.	124,330.
13 Total support. (add lns 9, 10c, 11, and 12)						509,798.

14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here. ▶

Section C. Computation of Public Support Percentage

15 Public support percentage for 2009 (line 8, column (f) divided by line 13, column (f))	15	70.0 %
16 Public support percentage from 2008 Schedule A, Part III, line 15	16	87.5 %

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2009 (line 10c, column (f) divided by line 13, column (f))	17	5.6 %
18 Investment income percentage from 2008 Schedule A, Part III, line 17	18	2.8 %

19a 33-1/3 support tests – 2009. If the organization did not check the box on line 14, and line 15 is more than 33-1/3%, and line 17 is not more than 33-1/3%, check this box and stop here. The organization qualifies as a publicly supported organization	▶ <input checked="" type="checkbox"/>
b 33-1/3 support tests – 2008. If the organization did not check a box on line 14 or 19a, and line 16 is more than 33-1/3%, and line 18 is not more than 33-1/3%, check this box and stop here. The organization qualifies as a publicly supported organization	▶ <input type="checkbox"/>
20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions	▶ <input type="checkbox"/>

Part IV. Supplemental Information. Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Provide any other additional information. See instructions.

2009

SCHEDULE A, PART IV - SUPPLEMENTAL INFORMATION PAGE 5

CLIENT 3303106

GEORGIA MUSIC FOUNDATION, INC.

58-2133856

8/25/10

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PART III, LINE 12 - OTHER INCOME

<u>NATURE AND SOURCE</u>	<u>2009</u>	<u>2008</u>	<u>2007</u>	<u>2006</u>	<u>2005</u>
SPECIAL EVENTS	10,924.			815.	25,904.
OTHER				1,626.	
GEORGIA MUSIC MAGAZINE-ADVERTISING					
	27,098.	27,409.	29,354.		
COLLECTION SALES	1,200.				
TOTAL	<u>\$ 39,222.</u>	<u>\$ 27,409.</u>	<u>\$ 29,354.</u>	<u>\$ 2,441.</u>	<u>\$ 25,904.</u>

2009

FEDERAL STATEMENTS

PAGE 1

CLIENT 3303106

GEORGIA MUSIC FOUNDATION, INC.

58-2133856

8/25/10

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STATEMENT 1
FORM 990-EZ, PART I, LINE 8
OTHER REVENUE

MAGAZINE ADVERTISING	\$ 27,098.
COLLECTION SALES	1,200.
	TOTAL \$ 28,298.

STATEMENT 2
FORM 990-EZ, PART I, LINE 16
OTHER EXPENSES

ADVERTISING AND PROMOTION	\$ 150.
BANK & CREDIT CARD FEES	882.
CONTRACTUAL SERVICES	13,350.
COST OF COLLECTION SALES	1,200.
DEPRECIATION	1,423.
DUES & SUBSCRIPTIONS	500.
EQUIPMENT RENTAL	775.
EXHIBIT DESIGN	2,040.
GEORGIA MUSIC MAGAZINE	89,524.
GIFTS	1,322.
INSURANCE	5,063.
INTEREST	754.
LICENSES AND PERMITS	188.
MEALS/ENTERTAINMENT	2,470.
OFFICE EXPENSES	436.
SPONSORSHIP & VENDOR FEES	1,500.
SUPPLIES	1,262.
TRAVEL	4,850.
WEBSITE	233.
	TOTAL \$ 127,922.

STATEMENT 3
FORM 990-EZ, PART II, LINE 24
OTHER ASSETS

	<u>BEGINNING</u>	<u>ENDING</u>
ACCOUNTS RECEIVABLE	\$ 0.	\$ 3,238.
AUTOMOBILES	6,399.	4,976.
COLLECTION	571,263.	570,063.
DIGITAL RIGHTS	1,074.	0.
GEORGIA MUSIC MAGAZINE	50,000.	50,000.
	TOTAL \$ 628,736.	\$ 628,277.

STATEMENT 4
FORM 990-EZ, PART II, LINE 26
TOTAL LIABILITIES

	<u>BEGINNING</u>	<u>ENDING</u>
ACCOUNTS PAYABLE AND ACCRUED EXPENSES	\$ 0.	\$ 2,250.
SECURED MORTGAGES AND NOTES PAYABLE	35,000.	0.
	TOTAL \$ 35,000.	\$ 2,250.

2009**FEDERAL STATEMENTS****PAGE 2****CLIENT 3303106****GEORGIA MUSIC FOUNDATION, INC.****58-2133856**

8/25/10

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**STATEMENT 5
FORM 990-EZ, PART V
REGARDING TRANSFERS ASSOCIATED WITH PERSONAL BENEFIT CONTRACTS**

(A) DID THE ORGANIZATION, DURING THE YEAR, RECEIVE ANY FUNDS, DIRECTLY OR
INDIRECTLY, TO PAY PREMIUMS ON A PERSONAL BENEFIT CONTRACT? **NO**

(B) DID THE ORGANIZATION, DURING THE YEAR, PAY PREMIUMS, DIRECTLY OR
INDIRECTLY, ON A PERSONAL BENEFIT CONTRACT? **NO**

STATE OF GEORGIA

Secretary of State

Corporations Division

315 West Tower

#2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

CERTIFICATE

OF

RESTATED ARTICLES

NAME CHANGE

I, **Brian P. Kemp**, the Secretary of State and the Corporations Commissioner of the State of Georgia, hereby certify under the seal of my office that

**GEORGIA MUSIC HALL OF FAME
FOUNDATION, INC.**

a Domestic Non-Profit Corporation

have been duly restated and amended and the name changed to

GEORGIA MUSIC FOUNDATION, INC.

by the filing of articles of restatement on **05/18/2010** in the Office of the Secretary of State and by paying of fees as provided by Title 14 of the Official Code of Georgia Annotated Attached hereto is a true and correct copy of said articles of restatement

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on May 18, 2010



A handwritten signature in black ink that reads "B. P. Kemp".

Brian P. Kemp
Secretary of State

CERTIFICATE OF SECOND RESTATEMENT AND AMENDMENT

Pursuant to O.C.G.A. § 14-3-1005 of the Georgia Non-Profit Corporation Code (the "Code"), Georgia Music Hall of Fame Foundation, Inc., a Georgia non-profit corporation (the "Corporation"), hereby certifies that:

1.

The name of the Corporation is Georgia Music Hall of Fame Foundation, Inc.

2.

The new name of the Corporation shall be Georgia Music Foundation, Inc.

3.

On April 22, 2010, the Second Restated and Amended Articles of Incorporation of the Corporation were duly adopted by the Board of Directors of the Corporation.

4.

Attached hereto is a true and correct copy of the Second Restated and Amended Articles of Incorporation.

5.

The undersigned does hereby certify that a notice to publish the filing of articles of amendment to change the corporation's name along with the publication fee of \$40.00 has been forwarded to the legal organ of the county of the registered office as required by O.C.G.A. § 14-3-1005.1.

6.

There are no members of the corporation, and therefore approval of the members was not required. The Second Restated Articles of Incorporation and their Amendment were duly approved unanimously by all of the members of the Board of Directors. No other approval of the Amendment by other persons or persons other than the Members of the Board are required under Georgia law.

7.

Said Second Restated and Amended Articles of Incorporation supersede the original Articles of Incorporation as heretofore amended.

State of Georgia
Amend/Restate 12 Page(s)



T1013813058

IN WITNESS WHEREOF, Georgia Music Hall of Fame Foundation, Inc. has caused this Certificate of Second Restatement and Amendment to be executed by its duly authorized officer on this 23' day of April, 2010.

**GEORGIA MUSIC HALL OF FAME FOUNDATION,
INC., hereafter to be known as GEORGIA MUSIC
FOUNDATION, INC.**

By: 

Lisa Love Henderson, Secretary

**SECOND RESTATED AND AMENDED
ARTICLES OF INCORPORATION**

ARTICLE I - NAME

The name of the Corporation is GEORGIA MUSIC HALL OF FAME FOUNDATION, INC.

ARTICLE II - AMENDMENT TO CHANGE NAME

The Corporation hereby adopts the following amendment to change the name of the Corporation. The new name of the Corporation is: GEORGIA MUSIC FOUNDATION, INC.

ARTICLE III - TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE IV - NON-PROFIT CORPORATION

This corporation is organized pursuant to the provisions of the Georgia Non-Profit Corporation Code.

ARTICLE V - NO STOCK

The corporation shall issue no stock and shall have no stockholders.

ARTICLE VI - PURPOSE

The purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law, code or regulation.

The Corporation shall promote interest in, knowledge of, and appreciation for Georgia's evolving musical heritage, traditions and assets. The Corporation shall assist the Georgia Music Hall of Fame Authority in fulfilling its statutory responsibilities to operate and maintain the Georgia Music Hall of Fame. The Corporation shall encourage and facilitate the identification, acquisition, collection, documentation and preservation of music related artifacts, documents, photographs, instruments, electronic and other performance media, customs, crafts, literature, oral traditions, histories or other culture evidence representative of Georgia's evolving musical heritage, traditions and assets. The Corporation shall facilitate access for the general public and scholarly research by assisting the Georgia Music Hall of Fame Authority and other organizations throughout the state through programs of presentation, exhibition, education, publication, performance, promotion and digital media.

The further purposes for which the Corporation is established are:

- (a) To cooperate with other corporations not for profit, foundation, institutions, governments or any political subdivision thereof, other organizations and individuals in the identification, presentation, collection, study, exhibition, preservation and promotion of Georgia's evolving musical heritage, traditions and assets;
- (b) To assist the Georgia Music Hall of Fame Authority in the operation and maintenance of the Georgia Music Hall of Fame and its preservation, educational and promotional programs;
- (c) To solicit, when authorized by law, and accept gifts, grants, and bequests of money, securities, or other tangible and intangible property real or personal, for

the endowment of the Georgia Music Hall of Fame or otherwise to encourage and facilitate the identification, presentation, collection, exhibition, study, preservation and promotion of Georgia's musical heritage throughout the state, and to hold the same in accordance with the instructions of the donor, and to invest and reinvest the same, and to employ the interest and income from such investments as well as the principal for its lawful purposes; to acquire in any lawful manner, property of every kind and description and to hold, direct, administer, manage, operate, own, and dispose of the same consistent with the purposes set forth herein. Any gift to the Corporation for the purposes herein provided may be made by effectively identifying the gift as made to or for the purposes of the Corporation or by effectually identifying this Corporation by reference in a manner permitted by law in any will, deed, assignment, or written instrument legally operative to transfer title to the Corporation;

(d) To own, hold, manage, pledge, sell, rent, lease, transfer, or in any manner dispose of and deal and trade in real estate, goods, merchandise, tangible and intangible property of any and every class and description wheresoever the same may be located;

(e) To act as agent, principal, director, manager or otherwise, either alone or in conjunction with any government or political subdivision thereof, person, firm, association, institution or public or private corporation;

(f) To make grants or gifts of money, or other tangible or intangible property, for scholarships, for research, and for any other activities that are consistent with the purposes set forth herein;

(g) To issue citations of merit and membership and bestow medals or other acknowledgements of distinction upon persons, firms, associations, institutions, and public and private corporations that make meritorious contributions to the advancement in knowledge and appreciation of Georgia's musical heritage.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law, code or regulation.

ARTICLE VII - MEMBERSHIP

The Corporation may have honorary members; however, the honorary members shall have no ownership rights, no voting rights, no rights as shareholders, and no vested rights. The qualifications for honorary members and the manner of their admission or selection shall be regulated by the Bylaws of the Corporation.

ARTICLE VIII - REGISTERED OFFICE AND AGENT

The street address of the registered principal office is: 200 Martin Luther King, Jr. Drive, Macon, Georgia 31201, and the name of the registered agent is: Lisa Love Henderson.

ARTICLE IX - BOARD OF DIRECTORS

The corporation shall be governed by a board of directors consisting of at least three members which shall be self-perpetuating. The members of the board of directors as of this Restatement are:

- (1) Jim Gillis
- (2) Karla Redding-Andrews
- (3) Dinah Gretsch
- (4) Lisa Love Henderson
- (5) Charlie Gatlin
- (6) Vacant
- (7) Vacant
- (8) Vacant
- (9) Vacant

The name and address of the original incorporator was: Robert S. Blount III
305 Coliseum Drive
Macon, Georgia 31202

Unless sooner removed, the directors shall serve for their period of membership or status, as the case may be, and if a vacancy occurs in the board of directors, the successor directors shall be of the same category as the person creating the vacancy so that there shall always be: (1) the Georgia Music Hall of Fame Museum's Executive Director (or designee); and (2) up to eight (8) additional directors at large elected as provided for in the Bylaws of the Corporation. The membership on the board of directors may be increased or reduced at any time in accordance with this document. By a two-thirds vote of the directors then in office, any director may be removed from office notwithstanding the fact that the term of such director has not expired.

The directors shall have the power to conduct the affairs of the corporation in accordance with the provisions hereof; determine the number of officers and the terms of

office of each; to delegate authority and powers to such officers; to adopt bylaws which have as their purpose the further rules and regulations concerning the management of the affairs of the corporation not in conflict with these articles of incorporation; and, to prescribe and adopt parliamentary rules governing the affairs of the corporation and the operation of the board of directors.

ARTICLE X - DEDICATION OF ASSETS

In the event of the dissolution, the residual assets of the Corporation will be turned over by the Board of Directors to the Georgia Music Hall of Fame Authority trust fund or, in the discretion of the Board of Directors, one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding sections of any prior or future laws, or to the federal, state, or any local government for exclusively public purposes.

ARTICLE XI - RESTRICTION ON DISPOSITION OF ASSETS

No part of the net earnings of the corporation shall inure or be payable to the benefit of any private person nor shall any of the activities of the corporation be the carrying on of propaganda or otherwise attempting to influence legislation. No assets shall be used to fund the corporation for purposes which might jeopardize its federal income tax exemption pursuant to provisions of § 501(c)(3) of the Internal Revenue Code. No part of the activities of the corporation shall be participation or intervention (including the publishing or distributing of statements) in any political campaign on behalf of 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 by an organization exempt from federal

income tax under § 501(c)(3) of the Internal Revenue Code, or the corresponding provision of any future United States internal revenue law, code or regulation.

ARTICLE XII - ADDITIONAL POWERS

The corporation shall have all of the powers granted to like corporations by the Georgia Non-Profit Corporation Code, and the directors shall have all powers, privileges and immunities set out in said Code subject to any limitation imposed by these Articles.

ARTICLE XIII - AMENDMENTS OF ARTICLES

The Articles of Incorporation may be amended by a vote of two-thirds (2/3) of all Directors present at any regular meeting of the Board of Directors or at any special meeting of the Board of Directors called for that purpose.

ARTICLE XIV - BYLAWS

The Bylaws may be amended by a vote of two-thirds (2/3) of all Directors present at any regular meeting of the Board of Directors or at any special meeting of the Board of Directors called for that purpose.

ARTICLE XV - INDEMNIFICATION

The Corporation shall indemnify and hold harmless the officers and directors of this Corporation from and against any and all cause and causes of action, liabilities, losses, and damages of any kind or nature, including any reasonable attorney's fees and expenses incurred in connection with the execution of their duties or the exercise of their discretion taken on behalf of the Corporation, except when the same is judicially determined to be due to the gross negligence or willful misconduct of such persons. Nevertheless, the Corporation shall be given reasonable notice by such persons of any such action or causes of action and

be given reasonable opportunity to assume the defense with counsel of its choosing against the same and to indemnify and hold harmless said person(s) therefrom.

IN WITNESS WHEREOF the undersigned has executed these Second Restated and Amended Articles of Incorporation on this 23rd day of April, 2010.

**GEORGIA MUSIC HALL OF FAME FOUNDATION,
INC., hereafter to be known as GEORGIA MUSIC
FOUNDATION, INC.**

By: Lisa Love Henderson
Lisa Love Henderson, Secretary

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SECRETARY OF STATE
CORPORATIONS DIVISION