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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Florida Society of Association Executives, Inc
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- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

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SECRETARY OF STATE
ALLAHABAD, FLORIDA


**CERTIFICATE REGARDING
RESTATED AND AMENDED ARTICLES OF INCORPORATION
OF
FLORIDA SOCIETY OF ASSOCIATION EXECUTIVES, INC.**

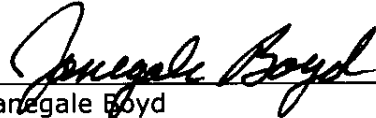
Pursuant to the provision of Section 617.1007, Florida Statutes, the undersigned Florida nonprofit corporation, by and through its Chair and Secretary, hereby certifies:

1. The attached Restated and Amended Articles of Incorporation contains amendments requiring member approval; and
2. The Restated and Amended Articles of Incorporation were approved and adopted by the members on July 11, 2012; and
3. The number of member votes cast for the amendments was sufficient for such approval.

Date: 7-11-2012

**FLORIDA SOCIETY OF ASSOCIATION
EXECUTIVES, INC.**

By: 
John Ricco
Director and Chair

By: 
Jaregale Boyd
Director and Secretary



**RESTATED AND AMENDED
ARTICLES OF INCORPORATION
OF
FLORIDA SOCIETY OF ASSOCIATION EXECUTIVES, INC.**

A CORPORATION NOT FOR PROFIT ORGANIZED AND
EXISTING UNDER THE LAWS OF THE STATE OF FLORIDA

RECITALS

The undersigned Chair and Secretary of the Florida Society of Association Executives, Inc., by and on behalf thereof, hereby state and certify that:

WHEREAS, the original Articles of Incorporation of the Florida Society of Association Executives, Inc. were filed on March 4, 1963 with the Florida Secretary of State; and

WHEREAS, the Articles of Incorporation as originally adopted have been extensively amended since such time; and

WHEREAS, it is deemed to be desirable and in the best interests of the Florida Society of Association Executives, Inc., that its Articles of Incorporation be restated so as to fully reflect in one integrated document all amendments made, including those now made as a part of this restatement; and

WHEREAS, at a duly called meeting of the Board of Directors of the Florida Society of Association Executives, Inc. on May 7, 2012, these Restated and Amended Articles of Incorporation in the form as herein set forth were approved and adopted by the Board, and by Resolution of the Board were duly and formally presented and recommended to the members of the Florida Society of Association Executives, Inc., to be voted on by the voting members at the annual meeting of the membership of the Florida Society of Association Executives, Inc. on July 11, 2012; and

WHEREAS, these Restated and Amended Articles of Incorporation inclusive of all amendments to the existing articles now integrated herein were and have been adopted by the members as required pursuant to Sections 617.1002 and 617.1007 of the Florida Statutes and by the articles and Bylaws of the Florida Society of Association Executives, Inc., in effect at the time of such approval, and the number of votes cast for adoption and approval of the amendments and this restatement of the articles was sufficient for such approval, and such vote and adoption was made by the voting members upon proper notice of and at the duly called annual meeting of the members of the Florida Society of Association Executives, Inc. on July 11, 2012.

NOW, THEREFORE, having been duly approved by the Board of Directors and the voting membership, it is **RESOLVED AND DONE** that the Articles of Incorporation of the Florida Society of Association Executives, Inc. are hereby amended and restated in their entirety as follows, superseding and replacing the original articles of incorporation and all amendments to them.

ARTICLE I
Name and Principal Office

SECTION 1. The name of this corporation shall be FLORIDA SOCIETY OF ASSOCIATION EXECUTIVES, INC.

SECTION 2. The street and mailing address of the principal office of the corporation is 2410 Mahan Drive, Suite 2, Tallahassee, Florida 32308.

SECTION 3. As used in these articles the terms "Corporation" or "Society" are interchangeable and shall refer to the FLORIDA SOCIETY OF ASSOCIATION EXECUTIVES, INC.

ARTICLE II
Purposes

The purposes of this Society, organized as a corporation not for profit pursuant to Florida Statutes Chapter 617, shall be:

SECTION 1. EXCHANGE OF IDEAS. To facilitate the exchange of experience and opinions regarding the organization, activity, and management of associations through discussion, study and publication.

SECTION 2. PROFESSIONAL STANDARDS. To develop and encourage high standards of service and conduct among executives professionally serving associations.

SECTION 3. STUDY. To conduct and cooperate in the presentation of courses of study designed to benefit the Society's members in executive and administrative functions of association management.

SECTION 4. PUBLIC UNDERSTANDING. To promote the purposes and effectiveness of associations by broadening public understanding of the importance of associations to America's economy and society.

SECTION 5. COOPERATION WITH OTHER GROUPS. To cooperate with other groups of association executives and to establish and maintain liaison with other professional, governmental and business groups.

SECTION 6. OTHER PURPOSES. To undertake such other functions and exercise any powers and authorities allowed by law and not inconsistent with these articles, as will advance the efficiency and professional standing of the Society's members and its aforesated purposes.

ARTICLE III
Term

This corporation shall exist perpetually, unless dissolved pursuant to Florida law or its Articles of Incorporation.

ARTICLE IV
Membership Qualifications and Voting Rights

The membership of this Society shall be primarily of paid executives of trade, professional, technical and business associations, and those persons who, because of their special interest in associations and association management desire affiliation with the Society. Admission to membership, member

classifications and privileges shall be defined in the Bylaws. No members shall have voting rights in the Society except for those members designated in the Bylaws as eligible only to vote for the corporation's Board of Directors. Other matters may be put to a referendum of the members at the discretion of the Board of Directors. The Bylaws may provide that such elections or votes may be conducted by mail or by electronic means as may be allowed or not prohibited by law.

ARTICLE V
Directors and Officers and their Election

SECTION 1. The Bylaws shall provide the manner of election of the directors and officers by the voting members of the Society and may also provide for increasing or decreasing the number of directors, but there shall never be fewer than 3 directors serving. Directors shall be elected by a majority of the votes cast by the members of the Society entitled to vote in the elections at the Annual Meeting of the Society at which a quorum is present, or by mail or electronic means as provided for herein or by the Bylaws, and the officers and directors shall serve in such capacities until their successors have been elected and duly assumed office.

ARTICLE VI
Incorporators

The names and addresses of the subscribers and incorporators hereto, who are Executive Committee officers of the Board of Directors of the Society, and are who acting hereon at the direction and authority of the Board and the voting members of the Society are:

JOHN RICCO Director and Chair	516 BEARD STREET, TALLAHASSEE, FL 32303
ELEANOR WARMACK Director and Chair-Elect	1621 COPPERFIELD CIRCLE, TALLAHASSEE, FL 32312
AL PASINI Director and Treasurer	24 CARRIAGE DR., CRAWFORDVILLE, FL 32327
JANEGALE BOYD Director and Secretary	735 W WASHINGTON ST., MONTICELLO, FL 32344

ARTICLE VII
Board of Directors and Governance, Meetings

SECTION 1. The government and management of the funds, properties and affairs of the Society shall be vested in a Board of Directors consisting of the Chair, Chair-Elect, Treasurer, Immediate Past Chair, Secretary, the Chair of the Florida Society of Association Executives Foundation, Inc. (who shall serve ex-officio, but with voting rights), seven (7) Executive Class Member Directors-at-Large, two (2) Associate Class Member Directors-at-Large, and the appointed non-voting President & CEO of the Society (who is the chief staff officer). Elected director qualifications for eligibility, including that of their successors to be hereafter elected, and procedures for their nomination and election shall be further specified in the Bylaws.

SECTION 2. A director not physically in attendance at a meeting may participate therein by means of remote communication provided that such director's identity is established to the satisfaction of the other directors, and that the means of remote communication provides a reasonable opportunity to participate in the meeting and to vote on matters submitted, including an opportunity to

communicate and to read or hear the proceedings of the meeting substantially concurrent with the proceedings. Any such director so participating shall be deemed as present at the meeting.

SECTION 3. A quorum of the Board of Directors consists of a majority of the number of voting directors prescribed by these articles or the Bylaws. If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the board of directors unless these articles or the Bylaws require the vote of a greater number of directors. A director who is present at a meeting of the Board or a committee of the Board when corporate action is taken is deemed to have assented to the action taken unless the director objects at the beginning of the meeting (or promptly upon his or her arrival) to holding it or transacting specified business at the meeting; or votes against or affirmatively abstains from the action taken.

SECTION 4. Unless these articles or the Bylaws shall provide otherwise, regularly scheduled meetings of the Board of Directors may be held without further notice of the date, time, place, or purpose of the meeting. Except where these articles or Bylaws provide for a longer or shorter period, special meetings of the Board of Directors must be preceded by at least 2 days' notice of the date, time, and place of the meeting. The notice need not describe the purpose of the special meeting unless required by these articles or the Bylaws. Provided, however, that notice of any meeting of the Board of Directors need not be given to any director who signs a waiver of notice either before or after the meeting. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when a director states, at the beginning of the meeting or promptly upon arrival at the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened.

SECTION 5. Action required or permitted to be taken at a Board of Directors' meeting or committee meeting may be taken without a meeting if the action is taken by all members of the Board or of the committee, except where these articles or the Bylaws may require otherwise. The action must be evidenced by one or more written consents describing the action taken and signed by each director or committee member and is effective when the last director signs the consent, unless the consent specifies a different effective date. Such consent has the effect of a meeting vote and may be described as such in any record or document.

SECTION 6. An Executive Committee of the Board of Directors composed of the Chair, Chair-Elect, Immediate Past Chair, Secretary, Treasurer and the Society President & CEO may act for and on behalf of the Board of Directors between Board meetings. The Executive Committee shall have such authority as is delegated to it by the Board of Directors or as is set forth in the Bylaws.

ARTICLE VIII

Amendment of Articles of Incorporation

These Articles may be amended or repealed only by a two-thirds vote of a quorum of the Board of Directors at any Board meeting conducted as provided for in Article VII hereof, duly called or regularly held, but conditioned on notice of such proposed changes having been provided in writing to the Board of Directors not less than forty-five (45) days before such meeting. Amendments may be proposed by any member of the Board of Directors on their own initiative or upon petition of any ten (10) members of the Society addressed to the Board.

ARTICLE IX

Bylaws

Bylaws of the Society may be adopted and amended only by the Board of Directors and may be proposed by members of the Society, on the same basis and in the same manner as amendments to

the Articles of Incorporation as above specified, except that the time for written notice of proposed changes shall be not less than 15 days before a meeting established to vote upon same. Bylaws shall at all times be subject to these and any subsequent articles of the corporation, and unless otherwise provided by the articles, shall be deemed repealed and of no effect where contrary to the terms of the articles of incorporation as amended or restated.

**ARTICLE X
Registered Office and Agent**

SECTION 1. This corporation shall always maintain a registered office and registered agent as required by Florida law. The Bylaws may establish the manner for designating a registered agent and for making changes therein. The registered agent and registered office for the corporation shall be:

Terrell C. Madigan, Esq.
Madigan Law Firm, P.L.
215 East Tharpe Street
Tallahassee, Florida 32303
850.224.8623
FAX: 772.594.5800
tmadigan@madiganlawfirm.com

**ARTICLE XI
LIMITATIONS**

SECTION 1. The Society, its Board of Directors, its officers and its committees shall refrain from taking any position or from expressing any official opinion on such issues as clearly fall solely within the purview of individual associations.

SECTION 2. All of the assets and earnings of the Society shall be used exclusively for the purposes hereinabove set out, including the payment of expenses incidental thereto. No part of the assets or earnings shall inure to the benefit of any member, officer, director or other individual, except that the Society is authorized and empowered through its Board to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the Society's stated purposes.

SECTION 3. No substantial part of the Society's activities shall be for the carrying on of propaganda or otherwise attempting to influence legislation.

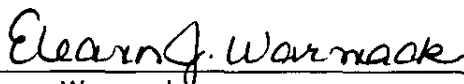
**ARTICLE XII
Distribution of Assets and Dissolution**

Upon dissolution of the Society, the Board shall be obliged to ensure that all of its just debts and claims are paid. At the completion of such payments and consistent with Florida law, the Board shall select recipients and distribute any remaining funds to one or more regularly organized and qualified charitable, scientific or educational organizations which have been ruled exempt by the Internal Revenue Service under Section 501(c)3 of the Internal Revenue Service Code.


We, those individuals above identified as the incorporators and subscribers to these RESTATED AND AMENDED ARTICLES OF INCORPORATION OF FLORIDA SOCIETY OF ASSOCIATION EXECUTIVES, INC., a corporation not for profit organized and existing under the laws of the State of Florida, do hereby place our signatures hereto, for the purposes above stated, confirming same by our hands and seals this 11th day of July, 2012.



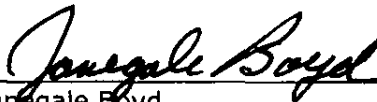
John Ricco



Eleanor Warmack



Al Pasini



Janegale Boyd

Having been named as registered agent to accept service of process for the above-stated corporation at the place designated in the foregoing, I am familiar with and accept the appointment as registered agent and agree to act in this capacity in accordance with Florida law.

Date:

July 11, 2012



Terrell C. Madigan, Registered Agent