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Amber Roberts/We
**cc 2/1/09*



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 24, 2009

CHARLES MAXWELL, II
3975 S. ORANGE BLOSSOM TRAIL
SUITE 101
ORLANDO, FL 32839

SUBJECT: SOUTHERN MUNICIPAL ANALYSTS' SOCIETY, INCORPORATED
Ref. Number: 757054

We have received your document for SOUTHERN MUNICIPAL ANALYSTS' SOCIETY, INCORPORATED and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The address for the new registered agent and new principal place of business is incomplete. The zip code was lefted out.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6916.

Carol Mustain
Regulatory Specialist II

Letter Number: 509A00039171

Carol - we are not changing the registered agent or the principal office.

Current listings for both are correct on subbiz. Per FL statutes, Amended articles must simply list the initial registered agent and principal office.

RECEIVED

JAN 21 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

please call me at 407.240.2666 with

any questions.

- Aimee Wright

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

old - Southern Municipal Analysts' Society, Incorporated

EFFECTIVE AS OF DECEMBER 31, 2009

new - Southern Municipal Finance Society, Incorporated

The undersigned, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, Chapter 617, of the Florida Statutes, do hereby adopt the following Amended and Restated Articles of Incorporation.

ARTICLE I - NAME

1.1 The original name of the corporation was Southern Municipal Analysts' Society, Incorporated.

1.2 The name of the corporation shall be amended to Southern Municipal Finance Society, Incorporated (the "Corporation").

ARTICLE II - PURPOSE

2.1 The general purpose for which the Corporation is organized is to transact any and all lawful business for which corporations may be incorporated as a Corporation Not For Profit under the Florida Not For Profit Corporations Act and all other applicable Florida Statutes.

2.2 The purposes for which the Corporation is formed shall also include, but not be limited to, the establishment of an education and self-training organization for persons conducting activities in the area of governmental or governmentally assisted finance that will:

- a. Establish and promote education and training for its members in the area of governmental and governmentally assisted finance to foster enhanced investor confidence in the tax-exempt securities market;
- b. Educate its members and the public relative to governmental and governmentally assisted finance and the tax-exempt securities market;
- c. Provide a forum for discussion among its members on matters of common concern related to governmental and governmentally assisted finance and the tax-exempt securities market;
- d. Educate investors in and issuers of governmental securities through the promotion of cooperation with respect to disclosure and other matters of mutual interest; and

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- e. Promote the common business interest of its members.

ARTICLE III - MEMBERS

3.1 Members shall be individuals who are experienced in the field of governmental or governmentally assisted finance or tax-exempt securities.

3.2 There shall be two classes of members: "Southern Members" and "Associate Members".

- a. "Southern Members" shall be individuals or entities who actively conduct their business activities in the southern geographic region of the United States, which shall include the states of Alabama, Arkansas, Florida, Georgia, Kentucky, Louisiana, Mississippi, Missouri, North Carolina, Oklahoma, South Carolina, Tennessee, Texas, and Virginia.
- b. Analysts conducting their business in the geographic area covered by any other constituent society of the National Federation of Municipal Analysts shall be eligible only to be "Associate Members" of the Corporation.
- c. All persons who would otherwise qualify to be members of the Corporation may be Associate Members of the Corporation.

3.3 The rights, privileges and obligations of Southern Members and Associate Members shall be the same, except that a majority of the Board of Directors of the Corporation shall consist of Southern Members.

3.4 Southern Members and Associate Members shall not be entitled to vote except as specifically conferred in these Articles of Incorporation, the Bylaws, or as specifically required by the Florida Not for Profit Corporation Act.

3.5 Members and Associate Members shall be admitted to or removed from membership as set forth in the By-Laws of the Corporation as the same may be amended from time to time and at any time.

ARTICLE IV – DURATION

4.1 The duration of the Corporation is perpetual.

ARTICLE V - MANAGEMENT

5.1 The affairs of the Corporation shall be managed by a Board of Directors.

5.2 The Board of Directors shall consist of 3 or more individuals and will include the current Officers of the Corporation and any other member who shall otherwise be elected as prescribed in the By-Laws of the Corporation, as the same may be amended from time to time and at any time.

5.3 The Officers of the Corporation shall be Chairman, Treasurer, Executive Secretary, and any additional officer positions as provided for in the By-Laws of the Corporation, as the same may be amended from time to time and at any time.

ARTICLE VI - BYLAWS

6.1 The By-Laws of the Corporation shall be prepared by the Executive Secretary.

6.2 The Initial By-Laws shall be subject to ratification by a vote of the majority of the members of the Corporation present and voting at the first meeting of the members of the Corporation or by a vote of the majority of the members of the Executive Committee present and voting at the meeting of the Executive Committee at which such vote is taken.

6.3 The By-Laws or any portion thereof may be altered, amended, repealed, restated or supplemented as prescribed in the Bylaws of the Corporation, as the same may be amended from time to time and at any time.

ARTICLE VII – AMENDMENTS TO THE ARTICLES OF INCORPORATION

7.1 Amendments to the Articles of Incorporation may be proposed by any member of the Corporation or by the Board of Directors by delivering a copy or summary of the same to each member by any reasonable means, including but not limited to mail, facsimile, email, hand delivery, or posting on an electronic network or website at least 14 business days prior to any regular meeting or special meeting of the Board of Directors at which time adoption of the proposed amendment is to be considered.

7.2 If an amendment to the Articles of Incorporation is proposed by any member of the Corporation, the expense of delivery of the copy or summary of the proposed amendment shall be borne by such member. The Corporation may, in the Bylaws, establish a procedure for reimbursement upon adoption of the proposed amendment.

7.3 If an amendment to the Articles of Incorporation is proposed by the Board of Directors, the expense of mailing shall be borne by the Corporation.

7.4 An affidavit of compliance with the notice requirement shall be filed with the Executive Secretary and shall be a condition precedent to the consideration of the amendment by the Board of Directors.

7.5 A copy of the full text of the proposed amendment to the Articles of Incorporation shall be submitted to a vote of the directors present at a regular meeting or special meeting of the Board of Directors and shall be adopted only by an affirmative vote of a majority of the directors either present or voting in writing by delivering or causing delivery to the Executive Secretary of such written vote at any time prior to the meeting at which such vote is to be taken.

ARTICLE VIII – 501(c)(6) – BUSINESS LEAGUE

8.1 Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activity not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

ARTICLE IX – PRINCIPAL OFFICE

9.1 The Initial Principal Street Address for the Corporation is 1400 Southeast First National Bank Building, City of Miami, County of Dade, State of Florida.

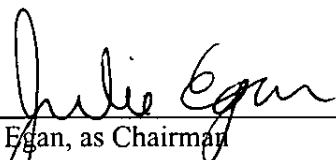
9.2 The Initial Mailing Address for the Corporation:

880 Carillon Parkway
St. Petersburg, FL 33716.

ARTICLE X – INITIAL REGISTERED AGENT

10.1 The Initial Registered Agent of the Corporation is G. Keith Quinney, 1400 Southeast First National Bank Building, City of Miami, County of Dade, State of Florida. Having been named to accept service of process for the above stated not for profit corporation, at the place designated above, G. Keith Quinney acknowledged and agreed to comply with the provisions of said Act relative to keeping open said office in the original Articles of Incorporation filed with the State of Florida Department of State on March 9, 1981.

IN WITNESS THEREOF, the undersigned Chairman has executed these Amended and Restated Articles of Incorporation of Southern Municipal Finance Society, Incorporated effective as of this 31st day of December, 2009.

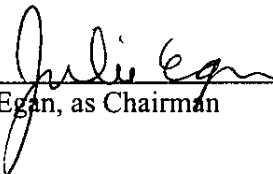


Julie Egan, as Chairman

CERTIFICATE OF VOTE

These Amended and Restated Articles of Incorporation of Southern Municipal Finance Society, Incorporated contain specific amendments to the original Articles of Incorporation of Southern Municipal Analysts' Society, Incorporated filed with the State of Florida on March 9, 1981. These Amended and Restated Articles of Incorporation of Southern Municipal Analysts' Society, Incorporated were adopted by the Southern Municipal Finance Society, Incorporated by written consent of the members entitled to vote on such action and having not less than the minimum number of votes necessary to authorize such action at a meeting at which all members entitled to vote were present and voted.

Dated As Of: 11/5/09



Julie Egan, as Chairman