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March 20, 2017

FLORIDA DEPARTMENT OF STATE

Division of Corporations

BANKRUPTCY BAR ASSOCIATION OF THE SOUTHERN DISTRICT OF  
7154 N. UNIVERSITY DRIVE  
#299  
TAMARAC, FL 33321US

SUBJECT: BANKRUPTCY BAR ASSOCIATION OF THE SOUTHERN DISTRICT OF FLORIDA,  
INC.  
REF: 759824

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

You entitle your document Restated Articles but in the Adoption of the Amended it is entitle Amended and Restated Articles. You must choose one Title for your document.

If you have any questions concerning the filing of your document, please call (850) 245-6838.

Cheryl R McNair  
Regulatory Specialist II

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF**  
**THE BANKRUPTCY BAR ASSOCIATION**  
**OF THE SOUTHERN DISTRICT OF FLORIDA, INC.**

The undersigned, Brett Lieberman, being the duly elected Secretary of THE BANKRUPTCY BAR ASSOCIATION OF THE SOUTHERN DISTRICT OF FLORIDA, INC. (the "Corporation"), hereby states as follows:

1. The Articles of Incorporation of the Corporation were filed with the Secretary of State of Florida on August 28, 1981, under Document No. 759824.
2. Pursuant to the provisions of §§ 617.0202, 616.1006, and 617.1007, Florida Statutes, the undersigned hereby certifies, attests, and serves notice that the Articles of Incorporation of the Corporation are hereby amended and restated in their entirety to read as follows:

**ARTICLE ONE- NAME**

The name of the corporation is "THE BANKRUPTCY BAR ASSOCIATION OF THE SOUTHERN DISTRICT OF FLORIDA, INC."

**ARTICLE TWO - PRINCIPAL OFFICE**

The office, headquarters or principal place of the Corporation shall be located in the office of the duly elected Secretary of the association, or as may be provided by the Board of Directors. The current principal office and mailing address of the Corporation is 7154 N. University Drive, #299, Tamarac, Florida 33321.

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**ARTICLE THREE - PURPOSE**

The general nature and objects of the corporation shall be to enhance the prestige of the practice of bankruptcy law; to elevate the ethical tone of the Bankruptcy Bar; to increase professional skills in the practice of bankruptcy law; to establish and maintain the respect of the general public for the legal professional involved in the practice of bankruptcy law; to facilitate and encourage communication with the Bankruptcy Court, other courts before which bankruptcy lawyers practice, and the Florida and Federal Bar Associations so as to foster a more efficient administration thereof; to improve, encourage and foster cordial social and professional relationships among the members; to promote the education of the members of the Florida and Federal Bar Associations in the laws of Bankruptcy.

**ARTICLE FOUR - MEMBERSHIP**

A. A member of the Florida Bar in good standing and admitted to practice in the United States District Court for the Southern District of Florida, maintaining his or her office for the practice of law in any county or municipality located in the Southern District of Florida, shall be eligible for regular membership in the association.

B. Any attorney admitted to the practice before any United States Court who has rendered distinguished service to the United States or to the State of Florida or to the legal profession; any United States District Judge, any United States Bankruptcy Judge, any Clerk of the District Court, any Clerk of the Bankruptcy Court, may be elected an honorary member of the Association by the unanimous vote of the Board of Directors present at any meeting called for such purpose at which a quorum is present. Honorary members shall not pay any dues, shall not have a vote nor be eligible to hold office in the association, but shall have all other rights of membership.

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C. In the event a member is suspended or disbarred by the Supreme Court of Florida, or disbarred from practice before the Federal Courts, he is automatically expelled without notice as a member of the association. Upon reinstatement by the Supreme Court of Florida, the former member may petition the board of Directors for reinstatement.

D. The Bylaws may prescribe additional classes of non-voting membership other than as set forth above and may establish the requirements for attaining and maintaining such non-voting membership.

E. The Bylaws shall prescribe the manner of admission and duration of membership in the corporation.

**ARTICLE FIVE - TERM OF EXISTENCE**

The existence of the corporation shall be perpetual, unless sooner dissolved by law.

**ARTICLE SIX - REGISTERED AGENT**

The registered agent of the Corporation shall be the duly elected Secretary of the association, or as may be provided by the Board of Directors. The registered agent currently designated by the Board of Directors is Laura Silverman, 7154 N. University Drive, #299, Tamarac, Florida 33321.

**ARTICLE SEVEN - BOARD OF DIRECTORS**

A. The affairs and business of the corporation shall be administered by a Board of Directors consisting of not less than seven (7) nor more than seventeen (17) members and such additional ex officio members as designated herein or in the Bylaws. The Bylaws shall prescribe the number and manner of election of the members of the Board of Directors and their respective

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terms of office. The Board of Directors shall be empowered to carry into execution the policies determined by the members of the association.

B. The officers of the Corporation shall be a President, a President-Elect, Vice President, a Second Vice President, a Secretary and a Treasurer, who shall also serve as ex officio members of the Board of Directors. Except as hereinafter provided, the officers shall be elected annually by the members of the corporation from the body of the membership for a term of one (1) calendar year. The President-Elect shall automatically succeed to the office of President without standing for election. Should the Board of Directors declare a vacancy in any office such vacancy shall be filled in the manner provided by the Bylaws. All officers shall hold office until their successors are elected and qualified.

C. The names and addresses of the persons currently serving as directors of the Corporation are:

Name	Address
Scott M. Grossman	Greenberg Traurig 401 East Las Olas Blvd., Suite 2000 Fort Lauderdale, FL 33301
Ido J. Alexander	Alexander + Somodevilla 2 South Biscayne Blvd. Suite 2300 Miami, FL 33131
David Samole	Kozyak Tropin & Throckmorton 2525 Ponce de Leon Blvd., 9 FL Miami, FL 33134
Zach Shelomith	Leiderman Shelomith, P.A. 2699 Stirling Road, Suite C401 Fort Lauderdale, FL 33312
Kelly Roberts	Bankruptcy Law Offices of James Schwitalla, PA Park Place II 12954 SW 133rd Court Miami, FL 33186
Brett Lieberman	Messana, P.A. 401 East Las Olas Blvd., Suite 1400

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	Fort Lauderdale, FL 33301	
Michael D. Lessne	Gray Robinson, P.A. 401 East Las Olas Blvd Suite 1000 Fort Lauderdale, Florida 33301	
Heather L. Ries	Fox Rothschild LLP 222 Lakeview Avenue Suite 700 West Palm Beach FL 33041	
Carlos Sardi	Sardi Law 225 Alcazar Ave Coral Gables, FL 33134	
Ariel Rodriguez	Office of The United States Trustee 51 SW First Avenue, Room 1204 Miami, FL 33130	
Ashley Dillman Bruce	Berger Singerman 350 East Las Olas Boulevard Suite 1000 Fort Lauderdale, FL 33301	
Jessika Graham	Tabas Freedman One Flagler Building 14 NE 1st Avenue, Penthouse Miami, FL 33132	
Jeffrey I. Snyder	Bilzin Sunberg Baena Price & Axelrod LLP 1450 Brickell Avenue, Suite 2300 Miami, FL 33131	
Rilyn Carnahan	GreenspoonMarder CityPlace Tower 525 Okeechobee Blvd., Suite 1570 West Palm Beach, FL 33401	
Eric J. Silver	Stearns Weaver Miller Alhadeff & Sitterson, P.A. Museum Tower 150 West Flagler Street, Suite 2200 Miami, FL 33130	Weissler
Scott N. Brown	Bast Amron LLP SunTrust International Center 1 SE 3rd Ave., Suite 1440 Miami, FL 33131	

**ARTICLE EIGHT - BYLAWS**

The Bylaws of the Corporation shall be adopted by a majority vote of all members in good standing present and voting at any regular meeting of the membership of the Association,

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or at any special meeting called for that purpose and may be altered, repealed or rescinded in the manner specified in any Bylaws so adopted.

**ARTICLE NINE - PROPERTY**

The Corporation may acquire, dispose of, abandon, purchase, sell, lease or exchange property in any manner authorized by the Board of Directors unless otherwise expressly provided in the Bylaws.

**ARTICLE TEN - AMENDMENT**

These Amended and Restated Articles of Incorporation may be amended in the manner set forth in the Bylaws, provided that in no case shall these Amended and Restated Articles of Incorporation be amended by less than a two-thirds affirmative vote of the regular members present and voting at any regular or special meeting called for such purpose or by two-thirds of the ballots cast in an election conducted in a manner authorized by the Bylaws, or upon fewer than ten (10) days' notice of the contents of the proposed amendments having been mailed to the members in advance of such meeting.

\* \* \*

3. The Amended and Restated Articles of Incorporation of the Corporation contain amendments requiring member approval. Such amendments and the adoption of the Amended and Restated Articles of Incorporation were duly approved at a duly-noticed general meeting on May 14, 2016, at which meeting a quorum was present and the number of votes cast for such amendments, and for adoption of the Amended and Restated Articles of Incorporation was sufficient for approval.

4. The effective date of the Amended and Restated Articles of Incorporation shall be May 14, 2016.



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IN WITNESS WHEREOF, the undersigned, on behalf of the Corporation, has executed this Amended and Restated Articles of Incorporation of the Corporation on this 15th day of March, 2017.

THE BANKRUPTCY BAR ASSOCIATION  
FOR THE SOUTHERN DISTRICT OF  
FLORIDA, INC., a Florida corporation not for  
profit

By: Brett Liberman  
Name: Brett Liberman  
Title: Secretary

The undersigned hereby accepts appointment as resident agent of the above Corporation.

Laura Silverman  
LAURA SILVERMAN  
Resident Agent  
7154 N. University Drive, #299,  
Tamarac, Florida 33321