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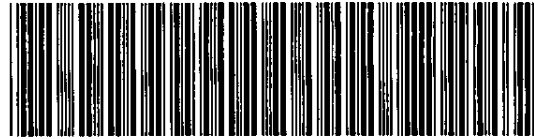
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C. CARROTHERS

* **COVER LETTER**

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Miami Shores Community Alliance, Inc.

DOCUMENT NUMBER: 762509

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Michael C. Dorn
(Name of Contact Person)

Miami Shores Community Alliance, Inc
(Firm/ Company)

P.O. Box 531512
(Address)

Miami Shores, FL 33153-1512
(City/ State and Zip Code)

domassoc@aol.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Michael C. Dorn at 305 469-5787
(Name of Contact Person) (Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|--|--|---|---|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input checked="" type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed) |
|--|--|---|---|

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
MIAMI SHORES COMMUNITY ALLIANCE, INC.**

Pursuant to Section 617.1007, Florida Statutes, the Articles of Miami Shores Community Alliance, Inc., a Florida not-for-profit, are hereby amended and restated in their entirety. All amendments included herein have been adopted pursuant to 617.0201 (4), Florida Statutes, and there is no discrepancy between Miami Shores Community Alliance, Inc.'s Articles of Incorporation as heretofore amended and the provisions of these Amended and Restated Articles other than the inclusion of amendments adopted pursuant to 617.0201 (4). The Amended and Restated Articles of Incorporation of Miami Shores Community Alliance, Inc. shall be, as follows:

ARTICLE 1. *Name.* The name of the nonprofit corporation is as follows: MIAMI SHORES COMMUNITY ALLIANCE, INC., hereinafter referred to as "Corporation".

ARTICLE 2. *Address.* The address of the principal office and the mailing address of the nonprofit Corporation are as follows:

Principal - 9617 Park Drive, Miami Shores, FL 33138-2476
Mailing - PO Box 531512, Miami Shores, FL 33153-1512

ARTICLE 3. *Members.* The nonprofit Corporation shall not have voting members and shall not issue membership certificates. The Board of Directors does, however, authorize the establishment of non-voting membership. The method and conditions on which non-voting members shall be accepted and discharged shall be that each civic, charitable, social and religious organization shall be represented by either the leader of the organization or its designated representative.

ARTICLE 4. *Not For Profit.* The Corporation is a not-for-profit corporation under Chapter 617, Florida Statutes. The corporation is not formed for pecuniary profit. No part of the income or assets of the corporation is distributable to or for the benefit of its directors or officers, except to the extent permissible under these articles, under law and under 26 U.S.C.A. § 501(c)(3) (referred to below as "Code"). If the Corporation ever has voting members in addition to the non-voting members currently allowed, no member, regardless of voting or non-voting status, shall have any vested right, interest or privilege in or to the assets, income or property of the Corporation and no part of the income or assets of the Corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these Articles, under law and under 26 U.S.C.A. § 501(c)(3). The nonprofit Corporation shall not issue shares of stock.

ARTICLE 5. *Duration.* The duration (term) of the nonprofit Corporation is perpetual.

ARTICLE 6. *Purposes.* The corporation is organized, and shall be operated exclusively for charitable and educational purposes, including but not limited to: enhancement of education; further promoting and enhancing the welfare of children; benefiting the public; making

charitable bequests and grants to other 26 U.S.C.A. § 501(c)(3) organizations as defined by the Internal Revenue Code, or the corresponding section of any future tax code. No part of its activities will be carrying out propaganda or otherwise attempting to influence legislation. The Corporation will not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE 7. *Powers.* Solely for the above purposes, the nonprofit Corporation shall have the following powers:

A. Arrange, co-sponsor, promote and make donations and grants to other 26 U.S.C.A. § 501(c)(3) organizations as defined by the Code for the benefit of children, educational institutions, and the general public; additionally, to local governments/municipalities as long as the gifts, donations, and/or Grants are for the public's benefit and purposes within the United States.

B. To exercise all rights and powers conferred by the laws of the State of Florida on nonprofit corporations, including but not limited to those set forth in Florida Statutes Chapter 617 and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of the property and the income, principal and proceeds of the property.

C. To engage in and transact any other lawful activity, solely in furtherance of the above purposes, for which nonprofit corporations may be incorporated under the Florida Not For Profit Corporation Act, and any successor or amendment to the Florida Not For Profit Corporation Act.

D. To do any other things as are incidental to the powers of the Corporation or necessary or desirable in order to accomplish the purposes of the nonprofit Corporation.

ARTICLE 8. *Limitation.* No part of the net earnings of the Corporation shall inure directly or indirectly to the benefit of or be distributable to its members (if the corporation ever has any form of voting-member, other than the non-voting members, as covered in Article 3, of these Articles), directors or officers, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments, distributions, and grants in furtherance of the purposes set forth in Article 7 (Purposes) of these Articles.

ARTICLE 9. *Tax Exempt Status.* It is intended that the Corporation shall have and continue to have the status of a Corporation that is exempt from Federal income taxation 26 U.S.C.A. § 501(a) as an organization described in 26 U.S.C.A. § 501(c)(3) and which is other than a private foundation as defined in 26 U.S.C.A. § 509. These articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to such an extent as would result in the loss of exemption under 26 U.S.C.A. § 501(c)(3). All references in these articles to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

ARTICLE 10. *Dissolution.* On the dissolution of the Corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation exclusively for charitable or educational purposes in such a manner and to such qualified organization or organizations as the board of directors shall determine. Any of the assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for the above purposes of the Corporation or to a qualified organization or organizations as the court shall determine. For purposes of this Article, an organization is a "qualified organization" only if, at the time of receiving the assets, it is operated exclusively for the purposes described in 26 U.S.C.A. § 170(c)(1) or 26 U.S.C.A. § 170(c)(2)(B) and is described in 26 U.S.C.A. § 509(a)(1), (2) or (3).

ARTICLE 11. *Board of Directors.* There shall be a board of directors consisting of not less than four (4) individuals. Each director shall be elected by majority vote of the board of directors in the manner and at the times set forth in the Bylaws. Any director may be removed by the affirmative vote of at least two-thirds of the board of directors.

ARTICLE 12. *Officers.* The officers of the Corporation may consist of a President, one or more Vice-Presidents, a Secretary, a Treasurer, and any other officers and assistant officers as may be provided for in the bylaws or by resolution of the board of directors. Each officer shall be elected by majority vote of the board of directors (and may be removed by majority vote of the board of directors) at such a time and in such a manner as may be prescribed by the Bylaws or Bylaw.

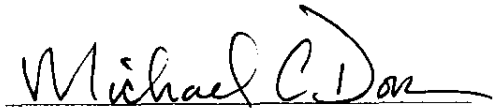
ARTICLE 13. *Bylaws.* The Bylaws of the nonprofit Corporation are to be made and adopted by the board of directors, and may be altered, amended or rescinded by the board of directors.

ARTICLE 14. *Amendment.* The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to them.

ARTICLE 15. *Indemnification and Civil Liability Immunity.* The Corporation shall indemnify each director and officer, including former directors and officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Chapter 617. It is intended that the Corporation be an organization, the officers and directors of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

ARTICLE 16. *Registered Office and Agent.* The registered agent of the Corporation shall be Michael C. Dorn, a Director of the Corporation and who also serves as a Vice-President and the Assistant Treasurer, who's address is 502 NE 106 St, Miami Shores, FL 33138. The registered agent may be changed at the discretion of the board of directors as provided for in the Bylaws. The board of directors shall continuously maintain an office and agent in the State of Florida and shall provide notice of any change in either office or agent in accordance with applicable law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Amended and Restated Articles of Incorporation this 7th day of October, 2015.

A handwritten signature in black ink that reads "Michael C. Dorn". The signature is written in a cursive style and is positioned above a horizontal line.

Michael C. Dorn,
Director and Vice-President,
Registered Agent

[Signature page to Amended and Restated Articles of Incorporation]

The date of each amendment(s) adoption: _____, if other than the date this document was signed.

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated October 7, 2015 _____

Signature Michael C. Dorn _____

(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Michael C. Dorn

(Typed or printed name of person signing)

Vice-President

(Title of person signing)