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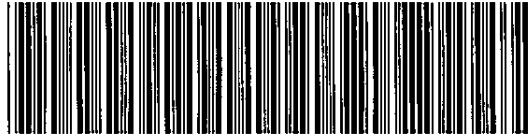
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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

FLORIDA CPA POLITICAL ACTION COMMITTEE-SOUTH, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The texts of the Articles of Incorporation are amended and restated in their entirety as follows:

ARTICLE I

Name

The name of the corporation is **FLORIDA CPA POLITICAL ACTION COMMITTEE-SOUTH, INC.**

ARTICLE II

Powers

The corporation shall have all of the powers of a not for profit corporation organized and operated pursuant to Chapter 617, Florida Statutes.

ARTICLE III

Purposes

The purposes of the corporation is to engage in activities relating to the support of candidates for public office in the State of Florida and to influence or attempt to influence the selection, nomination or election of individuals to public office in the State of Florida. The corporation is organized to be a not-for-profit corporation, and may engage only in activities that may be carried on by a corporation exempt from Federal income taxes under Section 527 of the Internal Revenue Code or any section of any statute adopted in succession thereof. By way of explanation, and not limitation, these activities include:

1. accepting membership dues from members;
2. accepting contributions from members and non-members;
3. sponsoring, participating in and conducting fundraisers for the purpose of raising money to support or oppose candidates for public office in the State of Florida;
4. making contributions to candidates for elected public office with statewide jurisdiction in the State of Florida;
5. making contributions to state committees of national political parties;
6. making contributions to state political committees;

7. making independent expenditures to support or oppose candidates for public office in the state of Florida; and
8. making electioneering communications to support or oppose candidates for public office in the state of Florida.

The corporation is not affiliated with any political party but shall be organized and operated on a voluntary, non-partisan basis to further its goals by influencing or attempting to influence the nomination of selected persons who are candidates for elective offices and who are supporters of the certified public accounting profession. No part of the net earnings of the corporation shall inure to the benefit of any member, except that the corporation may pay reasonable compensation for services rendered and may make payments or distributions in furtherance of the purposes set forth herein.

ARTICLE IV **Members**

This corporation shall have one or more classes of members who pay dues pursuant to a dues schedule approved by the Board of Directors. The designation of such class or classes, the qualifications and rights of the members of each class, and quorum and voting requirements for meetings and activities of the members and the notice requirements for meeting and activities of the members shall be set forth in the by-laws of the corporation.

ARTICLE V **Directors**

The current directors of the corporation are:

Ronald Thompkins - C
500 NW 165th Street Road
Suite 205
Miami, FL 33169

Vicki L. Walsh - VC
5605 North Bayshore Drive
Miami, FL 33137

Deborah L. Curry - ST
325 West College Avenue
Tallahassee, FL 32301

Additional directors of the corporation shall be elected as set forth in the corporation's by-laws and shall serve until their successors are elected.

ARTICLE VI
Amendments to Articles

These articles may be amended as set forth in the by-laws of the corporation. Until by-laws have been adopted, these articles may be amended as provided in Chapter 617, Florida Statutes, or any statute adopted in succession thereof.


ARTICLE VII
Address of Registered Office and Registered Agent

The street address of the Registered Office of this corporation in the State of Florida shall be 325 West College Avenue, Tallahassee, Florida 32301. The name of the Registered Agent of the Corporation at the above address shall be Deborah L. Curry. The Board of Directors may from time to time change the Registered Office to any other address in the State of Florida or change the Registered Agent.

Certificate Required by Section 617.1007, Florida Statutes

The foregoing Amended and Restated Articles of Incorporation reflect amendments to the Articles of Incorporation. The amendments were adopted pursuant to Section 617.1002, Florida Statutes, i.e., because there are no members entitled to vote on the amendments, the amendments were adopted by resolution at a meeting of the Board of Directors on July 12, 2013, by an affirmative vote of more than 51% of the directors then in office.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 12th day of July, 2013.



Deborah L. Curry, Secretary-Treasurer

STATE OF FLORIDA
COUNTY OF LEON

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Deborah L. Curry, who is personally known to me and who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this 12th day of July, 2013.

Karen E. Nuzie
Notary Public
State of Florida at Large
My Commission Expires:

Karen E. Nuzie
Notary Public, State of Florida
My Comm. Exp. Apr. 11, 2016
Commission No. EE 168792