

# N35308

Florida Department of State  
Division of Corporations  
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
THE MIAMI SYMPHONY ORCHESTRA/ORQUESTA SINFONICA DE  
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Certificate of Status	0
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Page Count	03
Estimated Charge	\$35.00

Amended  
Restated  
@ 1/18/11



January 13, 2011

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

THE MIAMI SYMPHONY ORCHESTRA/ORQUESTA SINFONICA DE MIAM  
10689 NORTH KENDALL DRIVE  
SUITE 307  
MIAMI, FL 33176US

SUBJECT: THE MIAMI SYMPHONY ORCHESTRA/ORQUESTA SINFONICA DE MIAMI, INC.  
REF: N35308

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.

PLEASE VERIFY THAT YOU ARE CHANGING THE NAME OF THE CORPORATION. YOU DID NOT REFER TO THE NEW NAME IN ARTICLE (I) OF THE DOCUMENT.

Please entitle your document Amended and Restated Articles of Incorporation.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

If you have any questions concerning the filing of your document, please call (850) 245-6964.

Irene Albritton  
Regulatory Specialist II

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
THE MIAMI SYMPHONY ORCHESTRA/ORQUESTA SINFONICA DE MIAMI, INC.**

Pursuant to the provisions of Section 617.1006 and Section 617.1007, Florida Statutes, this Florida Not For Profit Corporation adopts the following Amended and Restated Articles of Incorporation:

The current name of the Florida Not For Profit Corporation is:

**THE MIAMI SYMPHONY ORCHESTRA/ORQUESTA SINFONICA DE MIAMI, INC.**

The Articles of Incorporation were filed on November 21, 1989, as amended on June 7, 1990, and assigned document number N35308.

**All existing Articles are hereby deleted.  
The following Articles are hereby added:**

**ARTICLE I  
NAME AND TERM**

The name of the corporation is The Miami Symphony Orchestra/Orquesta Sinfonica de Miami, Inc. The Orchestra shall have perpetual existence.

**ARTICLE II  
PRINCIPAL ADDRESS**

The principal place of business and mailing address of the Florida Not for Profit Corporation is: 10689 North Kendall Drive, Suite 307, Miami, FL 33176.

**ARTICLE III  
PURPOSE**

The Orchestra is organized exclusively for charitable and educational purposes to promote, produce, and present high quality performances of symphonic music, and to increase public understanding, appreciation, awareness, and enjoyment of the symphonic musical arts.

**ARTICLE IV  
MANNER OF ELECTION OF DIRECTORS**

The manner in which the Directors are elected or appointed will be set forth in the by-laws adopted by the Orchestra.

**ARTICLE V  
CORPORATION NOT FOR PROFIT**

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No part of the net earnings of the Orchestra shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the Orchestra shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Three above. No substantial part of the activities of the corporation shall be the carrying on of propoganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Orchestra shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code; or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### **ARTICLE VI WINDING UP**

Upon the dissolution of the Orchestra, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

#### **ARTICLE VII REGISTERED AGENT AND STREET ADDRESS**

The name and address of the registered agent is:

Robert Allen Law  
1441 Brickell Ave, Suite 1400  
Miami, FL 33131

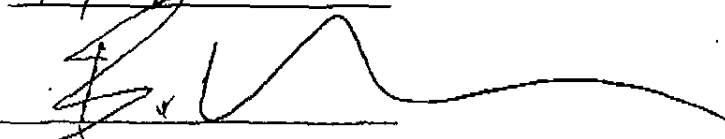
#### **ARTICLE VIII AMENDMENTS TO ARTICLES OF INCORPORATION**

Amendments and Restatements to the Articles of Incorporation may be adopted at a meeting of the Directors of the Orchestra by a majority vote of the Directors then in office. Articles of Amendment or Restatement must be executed by the Orchestra pursuant to the requirements of Section 617.1006, and Section 617.1007, Florida Statutes, Corporations Not for Profit.

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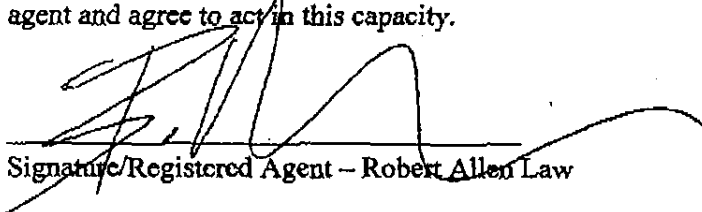
**Adoption of Amended and Restated Articles of Incorporation**

The Amended and Restated Articles of Incorporation were adopted by the Board of Directors on December 17, 2010. The number of votes cast for the Amended and Restated Articles was sufficient for approval.

Dated: 12/17/2010  
By:   
Name: Robert Allen, Jr.  
Title: VC/VP

**ACCEPTANCE BY REGISTERED AGENT**

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

  
Signature/Registered Agent - Robert Allen Law      Dec. 17, 2010  
Date