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Restated Act

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* Associated Firm
** In cooperation with
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Advogados

January 11, 2016

Our ref: 99999996-100003

Florida Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314
Phone: 1.850.245.6050

By certified mail

**Filing Restated Articles of Incorporation for The Greater Miami Tax Institute Inc.
Document number: 701996**

Dear Sir or Madame,

Enclosed please find Restated Articles of Incorporation of The Greater Miami Tax Institute Inc. along with a check for filing purposes in the amount of \$35.00.

Should you have any questions, please do not hesitate to contact us.

Sincerely yours,


Jacqueline Camacho
Secretary

+1 305 789 8903
Jacqueline.Camacho@BAKERMCKENZIE.com

Encl.

Cc: Jennifer Wioncek
Baker & McKenzie LLP
Sabadell Financial Center
1111 Brickell Avenue, Suite 1700
Miami, Florida 33131
United States

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SECRET
TALLAHASSEE, FLORIDA

**RESTATED ARTICLES OF INCORPORATION
OF
THE GREATER MIAMI TAX INSTITUTE INC.**

Pursuant to section 617.1007, Florida Statutes, the board of directors of The Greater Miami Tax Institute Inc., a corporation organized under the not for profit laws of the State of Florida (the "Corporation"), do hereby restate the Articles of Incorporation for the Corporation in their entirety as follows:

**Article 1
NAME**

The name of the Corporation is: THE GREATER MIAMI TAX INSTITUTE INC.

**Article 2
ADDRESS OF PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the principal office and the mailing address of the Corporation is

c/o 3250 N.E. 1st Avenue
Suite 209
Miami, Florida 33137

**Article 3
PURPOSES**

- A. The Corporation is organized and is to be operated for the following general purposes: (i) exclusively as a social club organized and operated for the pleasure and recreation and other non-profitable purposes within the meaning of Section 501(c)(7) of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding provision of any future United States Internal Revenue Law; and (ii) to exercise such of the rights, powers, duties and authority of a nonprofit corporation organized the Act which are consistent with the preceding sentence.
- B. The following specific purposes of the Corporation include, without limitation: (i) the opportunity for members who are tax and business professionals to gather together to meet other tax professionals in the greater Miami area; and (ii) provide continuing education presentations on tax and other related subjects to the members.
- C. The Corporation shall be able to do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers earlier set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid objects or

purposes of any part or parts thereof, provided the same are not inconsistent with the laws under which this corporation is organized.

**Article 4
BOARD OF DIRECTORS AND OFFICERS**

The manner in which directors and officers are elected or appointed shall be provided for in the bylaws.

**Article 5
BYLAWS**

The bylaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered amended or rescinded by a majority vote of the Directors. The Corporation may by its bylaws make any other provisions or requirements for the arrangement or conduct of business of the Corporation, provided the same be not inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Florida.

**Article 6
AMENDMENT**

These duly adopted Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments to them. The Corporation reserves the right to amend or repeal any provisions contained in these Restated Articles of Incorporation or any amendment to them in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law.

IN WITNESS WHEREOF, the undersigned, being the directors of this Corporation, have signed these Restated Articles of Incorporation to be effective as January 1, 2016.



Alexandre Demerutis, Director

Mark Scott, Director

Jennifer Wioncek, Director

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Alexandre Denault, Director



Mark Scott, Director

Jennifer Wioncek, Director

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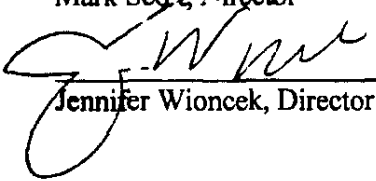
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Alexandre Denault, Director

Mark Scott, Director



Jennifer Wioncek, Director

CERTIFICATE OF RESTATED ARTICLES OF INCORPORATION

In accordance with Section 617.1007(3) Florida Statutes, The Greater Miami Tax Institute Inc., a corporation organized under the not for profit laws of the State of Florida (the "Corporation"), hereby declares that the Restated Articles of Incorporation do NOT contain any amendments that require member approval.



Alexandre Denault, Director

Mark Scott, Director

Jennifer Wioncek, Director

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