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*Amend/
Restate*

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R. WHITE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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P. TRISTAN BOURGOIGNIE
OF COUNSEL

July 11, 2013

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
CORPORATE FILINGS
P.O. Box 6327
Tallahassee, Florida 32314

RE: MIAMI COUNCIL FOR INTERNATIONAL VISITORS, INC.

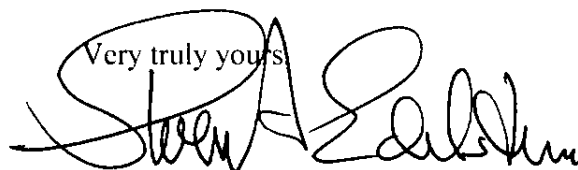
Dear Sirs or Madam,

Enclose herewith please find the following:

1. Original and two (2) copies of the Restated Articles of Incorporation of the MIAMI COUNCIL FOR INTERNATIONAL VISITORS, INC.; and
2. Check from the Council for \$35.00, covering the cost of filing the restated Articles.

Please return the filed Restated Articles to the undersigned at the above address. If there are any questions, comments, or if you need any additional information, please do not hesitate to also contact the undersigned, at the above phone number, at my E-Mail address, at Steven.E@Edelstein-Law.com, or on my cellular phone, at: (305) 495-8030.

Thank you for your courtesy and cooperation.

Very truly yours


STEVEN A. EDELSTEIN

SAE:se

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**RESTATED ARTICLES OF INCORPORATION
OF
MIAMI COUNCIL FOR INTERNATIONAL VISITORS, INC.**

The "Constitution" which has served as the Articles of Incorporation of the MIAMI COUNCIL FOR INTERNATIONAL VISITORS, INC., a Florida Not-for-Profit corporation, is herewith Amended pursuant to the provisions of Florida Statutes Sections 617.1001, 617.1002, 617.1006, 617.1007, and 617.1201; and the MIAMI COUNCIL FOR INTERNATIONAL VISITORS, INC. does hereby make and adopt the following Restated Articles of Incorporation :

ARTICLE I

NAME

The name of the corporation is: MIAMI COUNCIL FOR INTERNATIONAL VISITORS, INC.

ARTICLE II

DURATION

The duration (term) of the Corporation is perpetual, unless dissolved according to law.

ARTICLE III

PURPOSES

The Corporation is organized, and shall be operated exclusively for the following purposes:

A. The Corporation is organized to promote, sponsor or administer, either solely or in cooperation with other agencies and organizations, programs that provide a cultural exchange and foster global friendships and goodwill between international visitors and people from the communities of South Florida, such purposes being within the purview of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended [the "Code"] including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Revenue Law).

B. The Corporation is also organized to do any other act or thing necessary, incidental to, or connected with the purposes outlined in the above Paragraph "A", such purposes being within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended [the "Code"] including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under

MIAMI COUNCIL FOR INTERNATIONAL VISITORS, INC.
RESTATED ARTICLES OF INCORPORATION

Section 501 (c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

C. This Corporation is not organized and shall not be operated for pecuniary gain or profit. No part of the property or net earnings of the Corporation shall inure to or for the benefit of or be distributable to its Members, Directors, Officers, or other private persons, except that the Corporation 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 III hereof. The Corporation shall not carry on propaganda, or otherwise attempt to influence legislation to such extent as would result in loss of its exemption from federal income tax under Section 501 (c)(3) of the Code, and the Corporation shall not participate in, or intervene in (including publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation 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 Code (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

D. This Corporation is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code, or corresponding section of any future federal tax code.

ARTICLE IV

MEMBERS

A. Any individual, group, firm, or other legal entity wishing to subscribe to the objectives and purpose of this association may become a member by a timely payment of dues.

B. The Board of Directors ("Board") shall determine annual dues and may, from time to time, establish classification of memberships and conditions thereof, which determination shall be incorporated into the Bylaws.

ARTICLE V

BOARD OF DIRECTORS

A. The management of the Corporation shall be vested in a Board of Directors, which shall be the governing body of the association. Board membership requires payment of dues which are established by the Board of Directors. All Board members are to pay their dues within 60 days of installation. Failure to pay dues within 60 days of installation will cause the automatic suspension from the Board.

**MIAMI COUNCIL FOR INTERNATIONAL VISITORS, INC.
RESTATED ARTICLES OF INCORPORATION**

B. The Board of Directors shall be composed of the Officers, the Directors, the ex officio Past Presidents, and such other persons as deemed necessary by the Board.

C. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than nine (9), nor more than thirty (30). The Members shall elect the Directors for three-year terms.

D. The Board shall carry out the objectives of the association, supervise and control the direction of the association, and establish policy for the association.

E. The Board shall employ an Executive Director to carry out the administrative duties of the association's office and assume responsibility for the implementation of the international visitor programs. The Executive Director shall be an ex officio member of the Board.

ARTICLE VI

OFFICERS

The Officers of the Corporation shall consist of a President, Vice-President, Secretary, Treasurer and such other Officers and Assistant Officers as may be deemed necessary by the Board of Directors, and as provided for in the Bylaws. Each Officer shall be elected by the Directors (and may be removed by the Directors) at such time and in such manner as may be prescribed by the Bylaws.

ARTICLE VII

REGISTERED AGENT

The Registered Agent of the Corporation is ANNETTE G. ALVAREZ, whose address is: 100 Miracle Mile - Suite 200, Coral Gables, Florida 33134.

ARTICLE VIII

STREET ADDRESS OF PRINCIPAL OFFICE

The street address of MIAMI COUNCIL FOR INTERNATIONAL VISITORS, INC., is: 100 Miracle Mile - Suite 200, Coral Gables, Florida 33134.

ARTICLE IX

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 the Board of Directors.

**MIAMI COUNCIL FOR INTERNATIONAL VISITORS, INC.
RESTATED ARTICLES OF INCORPORATION**

ARTICLE X

AMENDMENT

The Corporation reserves the right to amend or repeal any provision contained in these Restated Articles of Incorporation, or any amendment to them, and all rights and privileges conferred upon the Members, Directors and Officers are subject to this reservation. The Restated Articles of Incorporation may be amended 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.

ARTICLE XI

NONSTOCK BASIS

This Corporation is organized on a non-stock basis. This Corporation shall not issue shares of stock.

ARTICLE XII

DISSOLUTION

Upon the dissolution of the Corporation's affairs, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute, transfer, convey, deliver and pay over all of the assets of the Corporation then remaining in the hands of the Corporation to any other organization qualifying under Section 501(c)(3) of the Code as an exempt organization, to be used exclusively for the exempt purposes, as described in Article III hereof. In the event that, for any reason, upon dissolution of the Corporation the Board of Directors shall fail to act in the manner herein provided within a reasonable period of time, the Chief Judge of the Circuit Court of the Eleventh Judicial Circuit in and for Dade County, Florida, U.S.A., or any other Circuit Court Judge so designated by the Chief Judge, shall make such distribution, exclusively upon the application of one or more persons having a real interest in the Corporation or its assets.

These Restated Articles of Incorporation were adopted by the Members of MCIV on the 29th day of November, 2012.

MIAMI COUNCIL FOR INTERNATIONAL VISITORS, INC.
RESTATED ARTICLES OF INCORPORATION

29th In Witness Whereof, the undersigned have signed these Restated Articles of Incorporation on this
day of May, 2013.



By: [Signature]
ALEXANDER L. PALENZUELA, President

Attest: Elena Brouwer
ELENA BROUWER, Secretary

STATE OF FLORIDA :
COUNTY OF MIAMI-DADE : SS

Before Me the undersigned authority, personally appeared ALEXANDER L. PALENZUELA, as President of MIAMI COUNCIL FOR INTERNATIONAL VISITORS, INC., to me well known, or who has produced FLORIDA DRIVER LICENSE as identification, and who is the person described in and who executed the foregoing instrument, and severally acknowledged to and before me that he executed said instrument for the purposes therein expressed.

Witness my hand and official seal this 30 day of May, 2013, in the County and State aforesaid.

[Signature]
NOTARY PUBLIC, State of Florida at Large

My Commission Expires:



MIAMI COUNCIL FOR INTERNATIONAL VISITORS, INC.
RESTATED ARTICLES OF INCORPORATION

STATE OF FLORIDA

SS

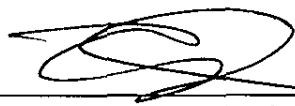
COUNTY OF MIAMI-DADE

Before Me the undersigned authority, personally appeared ELENA BROUWER, as Secretary of MIAMI COUNCIL FOR INTERNATIONAL VISITORS, INC., to me well known, or who has produced a Florida Driver License as identification, and who is the person described in and who executed the foregoing instrument, and severally acknowledged to and before me that he executed said instrument for the purposes therein expressed.

Witness my hand and official seal this 4th day of June, 2013, in the County and State aforesaid.



ALEXANDER L. PALENZUELA
MY COMMISSION # FF 003751
EXPIRES: April 1, 2017
Bonded Thru Budget Notary Services


NOTARY PUBLIC, State of Florida at

Large

My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of MIAMI COUNCIL FOR INTERNATIONAL VISITORS, INC., which is contained in the foregoing Articles of Incorporation.

Dated this 4 day of June, 2013.


ANNETTE G. ALVAREZ