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January 14, 2016

Department of State
Office of Secretary of State
Corporations Division
2661 Executive Center Circle West
Tallahassee, FL 32301

Re: Florida Institute of Certified Public Accounts Educational Foundation, Inc.
Amended and Restated Articles of Incorporation


Dear Secretary:

Attached is an Amendment to the Articles of Incorporation for FLORIDA INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS EDUCATIONAL FOUNDATION, INC., a Florida corporation restated on June 10, 2014.

I have attached the fee of \$35.00 for filing and \$8.75 for a certified copy, totaling \$43.75. Please return a certified copy to me in the enclosed self-addressed envelope.

If you have any questions, please do not hesitate to contact me.

Sincerely,


Kenneth R. Hart

KRH:bmj
Enclosures
cc: Deborah Curry

**FLORIDA INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS
EDUCATIONAL FOUNDATION, INC.**

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

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Pursuant to the provisions of Section 617.1007, Florida Statutes, **FLORIDA INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS EDUCATIONAL FOUNDATION, INC.** adopts the following Amended and Restated Articles of Incorporation.

1. The Articles of Incorporation are amended and restated to read:

ARTICLE I. - NAME

The name of this corporation shall be Florida Institute of Certified Public Accountants Educational Foundation, Inc.

ARTICLE II. - OBJECTIVES AND PURPOSES

The general objectives and purposes of the corporation shall be planning, motivating, encouraging, and subsidizing educational programs that enhance the abilities of current accounting professionals and qualified accounting students throughout Florida. In addition, the corporation will provide scholarships and fellowships to qualified students enrolled in accredited colleges and universities in the State of Florida upon such terms, provisions, conditions and limitations as may from time to time be provided by the Bylaws of the corporation or in terms of specified programs as approved by the Board. Furthermore, the corporation may provide financial assistance to FICPA members to participate in educational programs that have been endowed for that purpose. The Foundation may also contribute to public charities that further reinforce or support the goals of the Foundation. This corporation may receive by gift, devise or bequest, or otherwise, any money or property, real, personal or intangible, absolutely or in trust, wheresoever situated, whether in the continental limits of the United States of America or in any territory or possession thereof, or in any foreign country or possession thereof, and the principal and the income therefrom shall be used for the furtherance of the objectives and purposes of the corporation; to sell, assign, transfer, convey, mortgage, pledge, lease and otherwise encumber the property of the corporation; to borrow money and execute its promissory note or notes or debentures to evidence the same, and to secure the repayment of such loans by pledge or mortgage; to encumber its property in the manner and manners set forth above; to subscribe for, purchase, receive, own, hold for investment or otherwise, sell,

dispose of and make advances upon stocks, shares, bonds, securities and obligations of other corporations, partnerships and associations whatsoever, wherever located or organized, and while the owner or holder of any such stocks, bonds or obligations, to exercise all of the rights, powers and privileges of ownership thereof; and, to do any and all other things which corporations not for profit are authorized to do under the laws of the State of Florida.

ARTICLE III. - MEMBERSHIP

The membership of this corporation shall consist of those persons who have made a contribution during the corporation's fiscal year or have satisfied the membership requirements as established in the Bylaws. All memberships shall continue until terminated in such manner as may be provided by the Bylaws of the corporation.

ARTICLE IV. - TERM

This corporation shall have perpetual existence.

ARTICLE V. - SUBSCRIBERS

The names and addresses of the subscribers hereto are:

Clifford C. Beasley	Gainesville, Florida
Barney Bernstein	Miami, Florida
Russell S. Bogue, Jr.	Tampa, Florida
Harry W. Bower	Orlando, Florida
Charles H. Edwards	Jacksonville, Florida
S. Hilburn Himes	West Palm Beach, Florida
Ira S. McAlpin, Jr.	Fort Pierce, Florida
T. Bruce McKelvey	St. Petersburg, Florida
John R. Ring	Miami, Florida
Robert E. Valdes	Tampa, Florida

ARTICLE VI. - OFFICERS

Section 1. The affairs of this corporation shall be managed by a President, President-Elect, one or more Vice Presidents, a Secretary-Treasurer, and such other officers as may be provided by the Bylaws of the corporation. The officers of the corporation shall be elected by the voting members of the Board of Trustees annually. The President/CEO of the Florida Institute of Certified Public Accountants, Incorporated shall be designated Secretary-Treasurer. Only Platinum Members, Diamond Life Members, Fellow Members, Life Members and Pledged Platinum, Diamond Life, Fellow and Life Members shall be eligible for election to the Board of Trustees.

Section 2. The names of the officers who are to serve until the first election under these Articles of Incorporation are as follows:

President	Louis W. Dooner
Vice President	Morton L. Weinberger
Secretary-Treasurer	Lloyd A. Turman

ARTICLE VII. - BOARD OF TRUSTEES

The Board of Trustees of this corporation shall consist of voting and non-voting members. Voting membership shall consist of not less than five (5) no more than thirty-five (35) members and the names and addresses of the persons who are to serve as members of the first Board of Trustees and until the first election under these Articles of Incorporation are:

Richard A. Benn	Tampa, Florida
Lyndon C. Conlon	Miami, Florida
Louis W. Dooner	Quincy, Florida
Henry G. Ennis, Jr.	Tampa, Florida
Milton H. Hatfield	Miami, Florida
R. Terry Lyle	Clearwater, Florida
Arthur L. Shealy, Jr.	Jacksonville, Florida
Lloyd A. Turman	Gainesville, Florida
Jerrold S. Trumbower	Orlando, Florida
Morton L. Weinberger	Miami, Florida

Non-voting members shall be those individuals with the title Trustee Emeritus. The requirements for Trustee Emeritus shall be provided for in the Bylaws of the corporation.

ARTICLE VIII. - BYLAWS

The Bylaws of this corporation shall be made, altered or rescinded by a two-thirds ($\frac{2}{3}$) vote of all voting members of the Board of Trustees.

ARTICLE IX. - AMENDMENT


These Articles of Incorporation may be amended, subject to any requirements of law, by an affirmative vote of three-quarters ($\frac{3}{4}$) of the voting members of the Board of Trustees present at any properly called meeting of the Board of Trustees, provided that the notice of such meeting shall contain a copy of the proposed amendment or amendments, and provided that the amendment or amendments adopted shall not vary in intent from the proposed amendment or amendments.

2. This amendment became effective June 10, 2014.

3. Pursuant to Section 617.1002 and 617.1007, Florida Statutes, and the Restated Articles of Incorporation of the Corporation, there are no members entitled to vote on proposed amendments to the Restated Articles of Incorporation. The Board of Trustees authorized and consented to the filing of the Corporation's Amended and Restated Articles of Incorporation on June 10, 2014.


Dated: January 14, 2016.

**FLORIDA INSTITUTE OF CERTIFIED PUBLIC
ACCOUNTANTS EDUCATIONAL FOUNDATION, INC.**



By: _____

Jason A. Chorlins, President



And by: _____

Deborah L. Curry, Secretary and Treasurer