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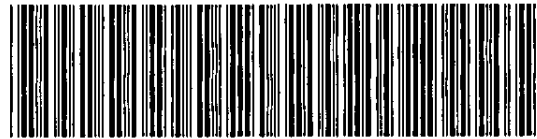
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CC
Amended Restated

JAN 08 2015

I ALBRITTON

AUSLEY McMULLEN

ATTORNEYS AND COUNSELORS AT LAW

123 SOUTH CALHOUN STREET
P.O. BOX 391 (ZIP 32302)
TALLAHASSEE, FLORIDA 32301
(850) 224-9115 FAX (850) 222-7560

January 7, 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 and Florida Institute of Accountants, Inc.
Amended and Restated Articles of Incorporation

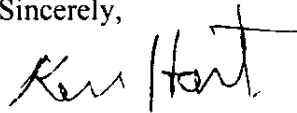
Dear Secretary:

Attached are the Amended and Restated Articles of Incorporation for FLORIDA INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS AND FLORIDA INSTITUTE OF ACCOUNTANTS, INC., a Florida corporation restated on December 8, 2011 and Effective July 1, 2012.

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:bmg
Enclosures
cc: Deborah Curry
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**FLORIDA INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS
AND FLORIDA INSTITUTE OF ACCOUNTANTS, INC.'S**

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

=====

Pursuant to the provisions of Section 617.1007, Florida Statutes, **FLORIDA INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS AND FLORIDA INSTITUTE OF ACCOUNTINGS, 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 and Florida Institute of Accountants, Inc.

ARTICLE II: Purposes

This corporation shall be operated as a corporation described in s. 501(c)(6) of the Internal Revenue Code and its purposes shall be:

- (a) To foster ethical conduct and promote standards of independence, integrity, and objectivity in the profession.
- (b) To promote the establishment and maintenance of high educational and professional requirements for persons in the profession.
- (c) To monitor and actively participate in public policy-making processes which impact the profession.
- (d) To collect, analyze and interpret data on changing market, economic, governmental, and technological conditions affecting the profession.
- (e) To encourage the analysis, discussion, and understanding of issues and trends in the profession.
- (f) To expand the public's knowledge and understanding of the profession.
- (g) To maintain relationships and activities with other organizations in the pursuit of the Institute's mission.

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TALLAHASSEE, FLORIDA

- (h) To provide an organizational structure which efficiently utilizes volunteer leader and professional staff resources for the continuing development of programs which effectively address the expectations of all members as defined by the Bylaws.

ARTICLE III: Powers

This corporation may do any and all other things which corporations not for profit are authorized to do under the laws of the State of Florida as the same now exist or may hereafter be amended.

ARTICLE IV: Term

This corporation shall have perpetual existence.

ARTICLE V: Subscribers

The name and residences of the initial subscribers of this corporation were:

Harold E. Walker	Miami, Florida
Donald P. Zima	Daytona Beach, Florida
Patrick J. Knipe	Orlando, Florida
George L. Patterson	St. Petersburg, Florida
Morton L. Weinberger	Miami, Florida
Charles H. Fairchild	Pensacola, Florida
Lloyd A. Turman	Gainesville, Florida

ARTICLE VI: Board of Governors – Executive Committee – Officers

Section 1. The Board of Governors of this corporation shall consist of not less than twenty-one (21) members. The Board of Governors shall establish the Bylaws and policies of this corporation. Eligibility and membership on the Board of Governors shall be determined by the Bylaws of this corporation and/or by policy established by the Board of Governors.

Section 2. The volunteer officers of this corporation shall be a Chair, Chair-Elect, and such Directors as determined by the Bylaws of this corporation. The President/CEO shall be the chief executive officer of the corporation. The President/CEO shall report to the Executive Committee and shall be a position filled by professional paid staff.

Section 3. The management of the affairs of this corporation shall be determined by the Bylaws of this corporation and/or by policy established by the Board of Governors.

ARTICLE VII: Membership

This corporation shall have voting members, non-voting members and honorary members with such classifications, qualifications, rights and privileges of membership as set forth in the Bylaws of this corporation and/or by policy established by the Board of Governors.

ARTICLE VIII: Notice to Members

Unless otherwise provided in the Articles or Bylaws, notification to members shall be provided in a manner authorized by Florida law.

ARTICLE IX: Bylaws

Section 1. Provided a quorum is present, the Bylaws of this corporation shall be made, altered, or rescinded by a vote of two-thirds (2/3) of the members of the Board of Governors who are eligible to vote as defined by the Bylaws (*Article XV*), at any regular or special meeting of the Board of Governors. The Bylaws of this corporation may also be made, altered, or rescinded by consent of two-thirds (2/3) of ballots cast by members of the Board of Governors who are eligible to vote as defined by the Bylaws (*Article XV*). At least fifty percent (50%) of the Board of Governors eligible to vote must cast a ballot for the vote to be valid. Any change of the Bylaws at a meeting of the Board of Governors must be preceded by notice at least fifteen (15) days prior to the meeting stating the proposed amendment and the reasons therefore, except for the following provision. Provided a quorum is present, the Board of Governors may waive the fifteen (15) day notice requirement by an affirmative vote of three-quarters (3/4) of the members of the Board of Governors who are eligible to vote as defined by the Bylaws (*Article XV*), at any regular or special meeting of the Board of Governors.

Section 2. Except as otherwise provided, a proposal to amend the Bylaws may be made by a petition of not less than ten percent (10%) of the Voting members. The proposal shall be submitted to the Board of Governors for consideration as provided by Section 1 above. If rejected, the proposed amendment shall be submitted to all Voting members of the corporation for a vote by mail or electronically transmitted ballot. If at least two-thirds (2/3) of those voting approve such a proposal, it shall become effective as an amendment to the Bylaws.

On any mail or electronically transmitted vote, no less than ten percent (10%) of all Voting members shall cast a ballot to constitute a valid action. Mail and electronically transmitted ballots shall be considered valid and counted only if received in the corporation principal office within sixty (60) days from the date of sending the ballot to the members. Any mail or electronically transmitted ballot must be preceded by notice at least thirty (30) days prior to the ballot stating the proposed amendment, the reasons thereof and Board of Governors and/or Executive Committee recommendation(s).

ARTICLE X: Amendment

Amendments to these Articles of Incorporation may be made by an affirmative vote of three-quarters (3/4) of the members of the Board of Governors, who are eligible to vote as defined by the Bylaws (*Article XV*) present and voting at any regular or special meeting of the Board, provided that in any instance notice of any such amendment shall be provided to each Voting member of the corporation at least fifteen (15) days prior to any such meeting.

2. This amendment became effective July 1, 2012.

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

Governors authorized and consented to the filing of the Corporation's Amended and Restated Articles of Incorporation on December 8, 2011.

Dated: January 6, 2016.

**FLORIDA INSTITUTE OF CERTIFIED PUBLIC
ACCOUNTANTS AND FLORIDA INSTITUTE OF
ACCOUNTANTS, INC.**

By: Mia A Thomas
Mia A. Thomas, Chair

And by: De Curry
Deborah L. Curry, Secretary and Treasurer