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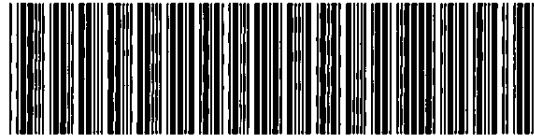
(Business Entity Name)

(Document Number)

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*Amended &
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Requester's Name

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City/State/Zip

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. The Vizcayans, Inc
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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- Will wait
- Photocopy
- Certified Copy
- Certificate of Status

NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

OTHER FILINGS

- Annual Report
- Fictitious Name

AMENDMENTS

- Amendment / *Restated*
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

Examiner's Initials

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
THE VIZCAYANS
(a Florida corporation, not for profit)

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The Charter, Articles of Incorporation, and Amendments thereto, of The Vizcayans, as originally recorded in the public records of then Dade County, Florida, on April 17, 1957, are repealed in their entirety and shall be amended and restated as set forth below, to be effective when filed with the Secretary of State, State of Florida:

ARTICLE I – NAME

The name of this corporation is The Vizcayans, Inc. (the “Corporation”).

ARTICLE II – ADDRESS

The address of the principal office and the mailing address of the Corporation is 3251 South Miami Avenue, Miami, Florida 33129.

ARTICLE III – PURPOSE

The Corporation is not formed for pecuniary profit or financial gain. The Corporation shall be a not for profit corporation under the Florida Not For Profit Corporation Act and is irrevocably dedicated to and operated exclusively for non-profit purposes. The purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501(c)(3) on the Internal Revenue Code of 1986, as amended (or any successor thereto). Furthermore, the purposes for which the Corporation is organized are to provide services to, raise funds for, further the mission of and provide advocacy on behalf of Vizcaya Museum and Gardens.

The Corporation shall devote no substantial part of its time, money, effort or personnel to lobbying in any political campaign for or against any candidate for public office.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by corporations exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any future United States Revenue laws.

ARTICLE IV – POWERS

The Corporation hereby incorporates by reference any and all corporate powers given to corporations not for profit by virtue of Florida Statutes Chapter 617, Florida Not For Profit Corporation Act. The Corporation's activities are limited by any and all other restrictions which are required to obtain tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereto).

ARTICLE V – MEMBERS

The Corporation may have members as determined pursuant to the bylaws of the Corporation; provided, however, in no event shall any such members of the Corporation have any voting or other rights as members of the Corporation unless specifically provided for in the Corporation's bylaws.

ARTICLE VI – TERM OF EXISTENCE

The Corporation is to exist perpetually.

ARTICLE VII – BOARD OF DIRECTORS

Section 1. The business of the Corporation shall be managed and all the corporate powers thereof shall be vested in and exercised by a Board of Directors. The Board of Directors shall be appointed as provided in the bylaws of the Corporation.

Section 2. The number of directors which constitute the Board of Directors may be increased and decreased as provided in the bylaws of the Corporation; provided, however, in no event shall the number of directors be less than ten (10).

ARTICLE VIII – BYLAWS

Section 1. The Directors of the Corporation may provide such bylaws for the conduct of its business and the carrying out of its purposes, as they may deem necessary from time to time.

Section 2. Upon such notice as described in the bylaws, the bylaws may be amended, altered or rescinded as provided in said bylaws.

Section 3. The bylaws of the Corporation shall contain provisions regulating the powers of the Corporation, the directors and the officers, the control of property owned by the Corporation and such other things as shall be necessary and proper for the carrying on of the business of the Corporation.

ARTICLE IX – AMENDMENT

These Restated and Amended Articles of Incorporation may be amended at any meeting of the Board of Directors of the Corporation at which a quorum is present, by a two-thirds majority of the members of the Board of Directors present and entitled to vote, provided that written notice of such amendment and the meeting shall be provided to all members of the Board of Directors at least thirty (30) days in advance of the meeting.

ARTICLE X – INDEMNIFICATION

The Corporation shall indemnify all of its officers, directors and employees and all of its former officers, directors and employees, as specifically provided in the Corporation's bylaws.

ARTICLE XI – DISSOLUTION

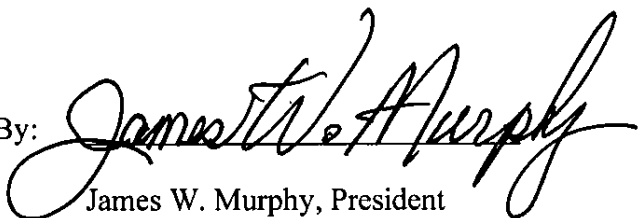
Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation by contribution exclusively to or for the benefit of Vizcaya Museum and Gardens, Miami, Florida, provided such recipient is qualified as an organization exempt from federal income taxation under either (1) Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereof) or (2) other provision of law.

ARTICLE XII – PROHIBITION AGAINST PRIVATE BENEFIT

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its officers, directors, other private persons or for-profit corporations, except that the Corporation may 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.

IN WITNESS WHEREOF, the Board of Directors, at it's duly noticed meeting on Tuesday, September 12, 2006, at which a quorum its members was present, unanimously approved and authorized the execution of these Amended and Restated Articles of Incorporation.

By:


James W. Murphy, President