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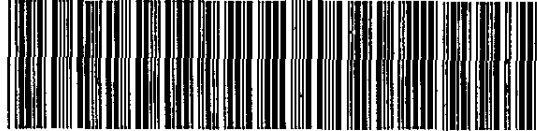
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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11611 SW 104 CT  
Miami, FL 33176-4003  
October 12, 2004  
305 995 7516

Dept of State  
Div. of Corporations  
PO Box 6327  
Tallahassee, FL 32314

Dear Sirs;

Enclosed is our amended articles of incorporation. I would like it recorded & receive a certified copy sent to me at the above address. Also enclosed is check number 1195 for \$45.75 to cover this cost. If there are any problems please contact me. I have also enclosed a copy of original incorporation articles.

Yours

Beverly Root

**RESTATED AND AMENDED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**SOROPTIMIST INTERNATIONAL**  
**OF**  
**CORAL GABLES, INCORPORATED**

Pursuant to the provisions of Sect.617.1007, Florida Statutes, SOROPTIMIST INTERNATIONAL OF CORAL GABLES, INCORPORATED, a Florida not-for-profit corporation, whose original Articles of Incorporation were filed by the Florida Department of State on September 17, 1979, by resolution of the Board of Directors, adopts the following Restated and Amended Articles of Incorporation:

**ARTICLE I**  
**(Not Amended)**

The name of this corporation shall be:

**SOROPTIMIST INTERNATIONAL  
OF  
CORAL GABLES, INCORPORATED**

**ARTICLE II**  
**(Amended)**

The principal place of business and mailing address of this corporation shall be:

6231 S. W. 116th Place E  
Miami, Florida 33173

**ARTICLE III**  
**(Amended)**

The purposes for which this corporation is formed are:

- (a). The general purposes for which the corporation is formed are to operate exclusively for charitable, scientific, library and educational purposes within the meaning of

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Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any future United States Internal Revenue Law (the "Code").

(b). The particular purposes for which this corporation is formed are:

(1). Promote the advancement of women through volunteer service to the community.

(2). Serve as a global voice on issues of importance to women; and

(3). Engage in any other lawful activities that further the exempt purpose of the Club.

(c) No part of the net earnings of the organization shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

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(d) Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purpose.

ARTICLE IV  
(Amended)

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors comprised of officers and directors elected in accordance with the By-Laws. The number of directors of the corporation shall be not less than three (3); provided, however, that the number may be changed by a by-law duly adopted pursuant to the by-laws of the corporation. The election of directors shall be governed by the by-laws.

ARTICLE V  
(Amended)

The corporation is a not-for-profit corporation and shall have perpetual existence.

ARTICLE VI  
(Not Amended)

ARTICLE VII  
(Amended)

Membership, the qualifications, the manner of admission, the property, voting and other rights and privileges of members and their liability for dues and assessments shall be as provided in the By-Laws.

ARTICLE VIII

(Not Amended)

ARTICLE IX

(Amended)

The fiscal year of the corporation shall be determined by the Board of Directors.

ARTICLE X

(Amended)

These articles may be amended, altered or changed at any time by a two-thirds (2/3) favorable vote of the Board of Directors at any regular or special meeting.

The date of adoption of the RESTATED AND AMENDED ARTICLES OF INCORPORATION OF SOROPTIMIST INTERNATIONAL OF CORAL GABLES, INCORPORATED was September 15, 2004.

There are no members entitled to vote on the Restatement and Amendments. The Amendments were adopted by the Board of Directors.

IN WITNESS WHEREOF, the undersigned President and Secretary have executed these Restated and Amended Articles of Incorporation of Soroptimist International of Coral Gables, Incorporated, this 6<sup>th</sup> day of Oct, 2004.

SOROPTIMIST INTERNATIONAL OF  
CORAL GABLES, INCORPORATED

By: Carol P. Johnson

President

Attest:

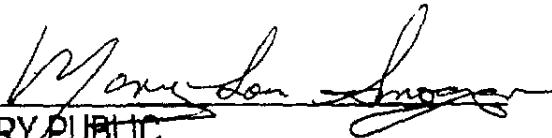
Patricia T. Boyd

Secretary

STATE OF FLORIDA

COUNTY OF BROWARD *MIAMI-DADE*

BEFORE ME, the undersigned authority, personally appeared CAROLE JOHNSON and PATRICIA F. NORD, President and Secretary respectively of the above corporation, each of whom having been duly sworn, depose and say that they executed the above Restated and Amended Articles of Incorporation of Soroptimist International of Coral Gables, Incorporated for the purposes therein expressed on October 6, 2004.

  
NOTARY PUBLIC  
State of Florida at Large

My Commission Expires:

OFFICIAL NOTARY SEAL  
MARY LOU SMOGAR  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. DD134824  
MY COMMISSION EXP. JULY 17, 2006