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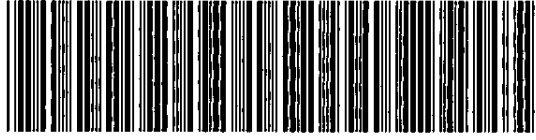
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TALLAHASSEE, FLORIDA

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[Signature]

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: The Financial Planning Association  
of Miami-Dade, Inc.

DOCUMENT NUMBER: NO0000002965

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Amy Miller  
(Name of Contact Person)

FPA of Miami-Dade  
(Firm/ Company)

P.O. Box 560982  
(Address)

Miami, FL 33256-0982  
(City/ State and Zip Code)

For further information concerning this matter, please call:

Amy Miller at ( 786 ) 390-7655  
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- |  |   |   |  |
|--|---|---|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input type="checkbox"/> \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed) |
|--|---|---|--|

**Mailing Address**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Articles of Amendment  
to  
Articles of Incorporation  
of

The Financial Planning Association of Miami-Dade, Inc.  
(Name of Corporation as currently filed with the Florida Dept. of State)

N00000002965

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

**A. If amending name, enter the new name of the corporation:**

N/A

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

**B. Enter new principal office address, if applicable:**  
(Principal office address **MUST BE A STREET ADDRESS**)

N/A

**C. Enter new mailing address, if applicable:**  
(Mailing address **MAY BE A POST OFFICE BOX**)

N/A

**D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:**

Name of New Registered Agent:

N/A

New Registered Office Address:

(Florida street address)

\_\_\_\_\_, Florida  
(City) (Zip Code)

**New Registered Agent's Signature, if changing Registered Agent:**

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

\_\_\_\_\_  
Signature of New Registered Agent, if changing

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**If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:**

*(Attach additional sheets, if necessary)*

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	<input type="checkbox"/> Add <input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add <input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add <input type="checkbox"/> Remove

**E. If amending or adding additional Articles, enter change(s) here:**

*(attach additional sheets, if necessary). (Be specific)*

Revised Articles of Incorporation are attached  
(following this page).

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**REVISED ARTICLES OF INCORPORATION**  
**OF THE**  
**FINANCIAL PLANNING ASSOCIATION OF MIAMI-DADE**

The undersigned incorporators hereby establish a nonprofit corporation pursuant to the laws of Florida and adopt the following Articles of Incorporation.

Article I  
Corporate Name

The name of the Corporation is the Financial Planning Association of Miami-Dade, Inc.

Article II  
Period of Duration

This Corporation will exist in perpetuity.

Article III  
Purposes

The Financial Planning Association of Miami-Dade is a Chapter of the Financial Planning Association, a District of Columbia nonprofit corporation ("FPA"). The purpose of the Chapter is to serve the needs of its members and to establish the value of financial planning and the success of the financial planning profession.

Notwithstanding any other provisions of these Articles of Incorporation, the Corporation will not directly or indirectly carry on any activity which would prevent it from obtaining exemption from Federal income taxation as a corporation described in Section 501(c)(6) of the Code, or cause it to lose such exempt status.

No part of the net earnings of the Corporation will inure to the benefit of or be distributable to any member, director or officer of the Corporation, or any other private person. Directors and Officers, other than the Executive Director, will not receive any compensation for their services as Directors or Officers. However the Association will reimburse, under guidelines published annually, expenses that are incurred by Directors or Officers in the performance of their duties.

Article IV  
Powers & Limitations

In furtherance of the preceding purposes, the Corporation will have and may exercise all of the rights, powers, privileges and immunities now or subsequently conferred upon nonprofit corporations organized under the laws of the State of Florida.

Article V  
Membership

The corporation will have such categories of members whose rights and privileges are set forth in the Bylaws of FPA. Dues will be established by FPA.

Article VI  
Directors

The corporate powers and management of the Corporation will be vested in and exercised by a Chapter Board of Directors. The Chapter Board of Directors will be composed of a minimum of five (5) members or minimum as specified by the state where the chapter is incorporated. The names and addresses of the initial directors are:

<u>NAME</u>	<u>ADDRESS</u>
<b>Randolph Lee, Jr.</b>	7355 SW 87 Avenue, Suite 300, Miami, FL 33173 ( <i>Treasurer</i> )
<b>Matthew McGrath</b>	2333 Ponce de Leon Blvd., # 1100, Coral Gables, FL 33134 ( <i>Chair</i> )
<b>David J. Moran</b>	6390 NW 106 Terrace, Parkland, FL 33076 ( <i>President</i> )
<b>Amy W. Miller</b>	8245 SW 149 Dr., Palmetto Bay, FL 33158 ( <i>Exec. Dir., Reg. Agent</i> )
<b>Thomas J. Pelham</b>	200 S. Biscayne Boulevard, Suite 2850, Miami, FL 33131-2323 ( <i>Dir</i> )
<b>Debra J. Gauthier</b>	200 South Biscayne Blvd., Miami, FL 33131 ( <i>Dir</i> )
<b>Samantha D. Kell</b>	71 South Wacker, Suite 500, Chicago, IL 60606 ( <i>Dir</i> )
<b>Elaine King</b>	220 Alhambra Circle, Suite 800, Coral Gables, FL 33134 ( <i>Dir</i> )
<b>Helen Salazar-Realini</b>	706 S. Dixie Highway, Coral Gables, FL 33146 ( <i>Dir</i> )
<b>Ellen R. Siegel</b>	7344 SW 48 Street, Suite 301, Miami, FL 33155 ( <i>Dir</i> )
<b>F. Scott Wells</b>	800 Douglas Road, #750, Coral Gables, FL 33134-3119 ( <i>Dir</i> )
<b>A. Jason Whitby</b>	3250 Mary Street, Suite 207, Coconut Grove, FL 33133 ( <i>Dir</i> )

Article VII  
Officers

The Corporation will have such officers as may from time to time be prescribed by the Bylaws. Their terms of office and the manner of their designation or selection will be determined according to the Bylaws then in effect.

Article VIII  
Registered Office and Registered Agent

The address of the initial registered office of the Corporation is 8245 SW 149 Drive, Palmetto Bay, FL 33158, and the name of the registered agent at such address is Amy Miller.

Article IX  
Dissolution

Upon any liquidation, dissolution or winding up of the Corporation, the Board of Directors will, after paying or adequately providing for the payment of all the obligations and liabilities of the Corporation, dispose of all the assets owned by the Corporation by transferring such assets exclusively to FPA. Any of such assets not so disposed of will be disposed of by a Court of appropriate jurisdiction exclusively for such exempt purposes or to such organization or organizations, which are organized and operated exclusively for such exempt purposes, as such Court will determine. In the event of termination of the Corporation's relationship with FPA, the Corporation will dissolve and distribute its assets in accordance with its Chapter Affiliation Agreement with FPA.

Article X  
Indemnification

The corporation will indemnify its directors, officers, employees and agents.

Article XI  
Officer

The name and address of the Officer is David J. Moran, 6390 NW 106 Terrace, Parkland, FL 33076.

IN WITNESS WHEREOF, the above-named Officer has signed these Articles of Incorporation this 24<sup>th</sup> day of December, 2008.

  
\_\_\_\_\_  
PRESIDENT, BOARD OF DIRECTORS

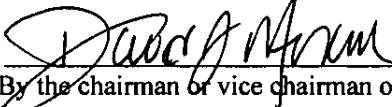
The date of each amendment(s) adoption: 12-21-08

Effective date if applicable: \_\_\_\_\_  
(no more than 90 days after amendment file date)

**Adoption of Amendment(s) (CHECK ONE)**

- The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated December 24, 2008

Signature   
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

David J Moran  
(Typed or printed name of person signing)

President  
(Title of person signing)