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**SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SOUTH FLORIDA ART CENTER, INC.
(A Florida Corporation Not For Profit)**

SOUTH FLORIDA ART CENTER, INC., a Florida not for profit corporation (the "Corporation"), hereby certifies as follows:

FIRST. The Corporation filed its original Articles of Incorporation with the Florida Department of State on May 4, 1984 and Restated Articles of Incorporation were filed on May 26, 1989, under Document Number N02993.

SECOND. These Second Amended and Restated Articles of Incorporation of the Corporation amend and restate the Articles of Incorporation and were duly adopted on July 25th, 2014 by the Board of Directors of the Corporation in accordance with the provisions of the Florida Not For Profit Corporation Act.

THIRD. The text of the Second Amended and Restated Articles of Incorporation are hereby restated to read as set forth herein in full:

ARTICLE I
Name

The name of the Corporation shall be SOUTH FLORIDA ART CENTER, INC.

ARTICLE II
Corporate Nature

The Corporation is a corporation not for profit organized pursuant to the Florida Not For Profit Corporation Act set forth in Chapter 617 of the Florida Statutes.

ARTICLE III
Address

The address of the principal office and the mailing address of the Corporation shall be 924 Lincoln Road, Suite 204, Miami Beach, FL 33139.

ARTICLE IV
Purposes

(a) The purposes of the Corporation include (i) supporting artists and advancing the knowledge and practice of contemporary arts and culture in South Florida; (ii) creating for artists opportunities for experimentation and innovation; (iii) encouraging the exchange of ideas across cultures through residencies, exhibitions, public programs, education and outreach; and (iv) any other charitable or educational purpose related to the foregoing.

(b) This Corporation shall operate exclusively for such charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

(c) This Corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

ARTICLE V

Duration

The Corporation shall have perpetual existence.

ARTICLE VI

Registered Agent and Registered Office

The street address of the registered office of this Corporation is 924 Lincoln Road, Suite 205, Miami Beach, FL 33139 and the registered agent of this Corporation at that address is Maria Del Valle.

ARTICLE VII

Powers

The Corporation shall have all of the powers, privileges, rights, and immunities necessary or convenient for carrying out the purposes set forth in Article IV hereof, and all the benefits, privileges, rights and powers created, given, extended or conferred now or hereafter, by the provisions of all applicable laws of the State of Florida pertaining to corporations not for profit, including any additions or amendments thereto. Without limiting the generality of the foregoing, the Corporation is empowered:

- (i) to acquire, own, maintain and use its assets for the purposes set forth in Article IV hereof;
- (ii) to buy, own, sell, convey, assign, mortgage or lease any interest in real estate and personal property and to construct, maintain and operate improvements thereon necessary or incident to the accomplishment of its purposes set forth in Article IV hereof;
- (iii) to borrow money and issue evidence of indebtedness in furtherance of any or all its purposes set forth in Article IV hereof, and to secure the same by mortgage, pledge or other lien on the Corporation's property;
- (iv) to raise funds by any legal means for the accomplishment of its purposes set forth in Article IV hereof; and

- (v) to do and perform all acts reasonably necessary to accomplish its purposes set forth in Article IV hereof.

ARTICLE VIII
Management

All power and authority of the Corporation shall be vested in and exercised by its Board of Directors, which shall manage and direct the affairs of the Corporation in accordance with applicable law and as provided in the bylaws of the Corporation. The number of directors of the Corporation shall be not less than three (3) persons. The number and method of election of directors shall be as stated in the bylaws of the Corporation. The voting and other rights of the members of the Board of Directors shall be as provided in the bylaws of the Corporation, and directors of the Corporation may be assigned different voting rights, including, without limitation, super-voting rights for one or more designated directors.

ARTICLE IX
Members

The Corporation shall not have members.

ARTICLE X
Dissolution

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

ARTICLE XI
Restrictions

A. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except that the Corporation 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 Article IV hereof.

B. No part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office or engage in political activities of any kind.

C. Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code, or (b) by a corporation,

contributions to which are deductible under Sections 170(c)(2), 2055, 2106(a)(2) and 2522 of the Internal Revenue Code of 1986, as amended, or corresponding sections of any future federal tax code.

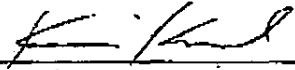
ARTICLE XII
Amendment

These Second Amended and Restated Articles of Incorporation may be altered, amended or repealed only by the affirmative vote of three-quarters of the members present at a meeting of the Board of Directors at which a quorum is present.

[Signature on following page]

IN WITNESS WHEREOF, the undersigned, has signed these Articles of Incorporation on this 25 day of JUNE, 2014.

SOUTH FLORIDA ART CENTER, INC.,
a Florida not for profit corporation

By: 
Kim Kovel
President