

N06000002295

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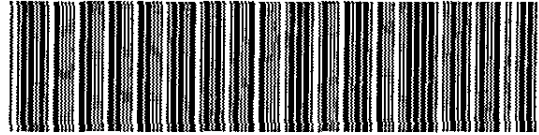
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Amended + Restated Act

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06 SEP 19 PM 2:44
CLERK OF STATE
TAMPA, FLORIDA

T. Roberts SEP 20 2006

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13 September 2006

Florida Department of State Division of Corporations
Amendment Section
2661 Executive Center Circle
Clifton Building
Tallahassee, FL 32301

Re: Bay Harbor Islands Art and Culture Foundation Inc.
Document # N06000002295
Our file no.: 06-0105

To Whom It May Concern::

The enclosed *Articles of Restatement* Amending and Restating The Articles of Incorporation and fee are submitted for filing.

Enclosed is a check in the amount of \$43.75, representing the \$35.00 filing fee and \$8.75 certified copy fee.

Please return all correspondence and direct any inquiries concerning this matter to me.

Very truly yours,



Richard Alan Lehrman

CC: Violeta Horne

Enclosures

Articles of Restatement

**Amending And Restating The Articles of Incorporation
of
*Bay Harbor Islands Art and Culture Foundation Inc.***

**Amended And Restated
Articles of Incorporation
of
Bay Harbor Islands Art and Culture Foundation Inc.
(A Florida Corporation Not for Profit)**

FILED
06 SEP 19 PM 2:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 617.1007 of the Florida Not For Profit Corporation Act, the Articles of Incorporation of Bay Harbor Islands Art and Culture Foundation Inc., are hereby amended and restated in their entirety as follows:

Article 1

Name

The name of this corporation is Bay Harbor Islands Art and Culture Foundation Inc. (hereinafter called the "**Corporation**").

Article 2

Principal Office and Mailing Address

The address of the principal office and the mailing address of the Corporation shall be 1101 99 Street Apt #7, Bay Harbor Islands FL 33154.

Article 3

Purpose

The Corporation is a not for profit corporation organized exclusively for charitable, religious and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "**Code**"), or the corresponding provision of any future Federal tax code, including, for such purposes, the making of contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code, or the corresponding provision of any future Federal tax code, and including, but not limited to, the operation of an organization to promote cultural arts.

Article 4

Members

The Corporation shall have one or more classes of members. The qualifications for membership in the Corporation, the method of selecting and admitting members to the Corporation and the rights and responsibilities of members shall be as set forth in the Bylaws.

Article 5

Board of Directors

The affairs of this Corporation shall be managed by a Board of Directors consisting of no less than two (2) directors. The number of directors may be increased or decreased from time to time, in accordance with the Bylaws of the Corporation, but shall never be less than two. The manner of election or appointment of directors shall be as set forth in the Bylaws. The initial directors shall be:

Violeta Horne
1101 99 Street Apt #7
Bay Harbor Islands FL 33154

Danna, Daisy
1261 95 Street
Bay Harbor Islands FL 33154

Article 6

Disposition of Assets upon Dissolution

Upon the dissolution or winding up of the 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, religious or educational purposes and which has established its tax exempt status under Sections 501(c)(3) or of the Code, or the corresponding provision of any future Federal tax code.

Article 7

Restrictions

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, members 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 any of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except as otherwise provided in subsection (h) of

Section 501 of the Code, or the corresponding provision of any future Federal tax code), and the Corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of 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 (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future Federal tax code), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future Federal tax code).

Article 8

Registered Office/Registered Agent

The street address of the Corporation's initial registered office in the State of Florida is 1101 99 Street Apt #7, Bay Harbor Islands FL 33154, and the name of the Corporation's initial registered agent at such office is Violeta Horne.

Article 9

Incorporator

The name and address of the sole incorporator is Violeta Horne, 1101 99 Street Apt #7, Bay Harbor Islands FL 33154..

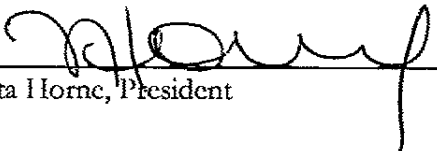
Certificate

Pursuant to the provisions of Section 617.1007 of the Florida Not For Profit Corporation Act, the undersigned hereby certifies as follows:

- (a) The foregoing Amended and Restated Articles of Incorporation of Bay Harbor Islands Art and Culture Foundation Inc. (the "**Corporation**") contains amendments to the Corporation's Articles of Incorporation that do not require member approval because the Corporation has no members.
- (b) The foregoing Amended and Restated Articles of Incorporation of the Corporation was unanimously adopted by the Corporation's Board of Directors effective as of August 16, 2006.

In Witness Whereof, the undersigned, for the purpose of amending and restating the Corporation's Articles of Incorporation pursuant to Section 617.1007 of the Florida Not For Profit Corporation Act, has executed these Articles of Restatement Amending and Restating the Articles of Incorporation of Bay Harbor Islands Art and Culture Foundation Inc., as of August 16, 2006.

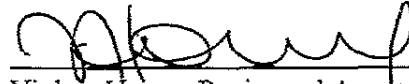
Bay Harbor Islands Art and Culture Foundation Inc.



Violeta Horne, President

Acceptance of Appointment of Registered Agent

Having been named as Registered Agent and to accept service of process for the above stated Corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position, as Registered Agent.



Violeta Horne, Registered Agent

Date: August 16, 2006