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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
THE MUSICAL ARTS ASSOCIATION OF MIAMI, INC**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**AMENDED AND RESTATED ARTICLES OF INCORPORATION****OF****THE MUSICAL ARTS ASSOCIATION OF MIAMI, INC.
(a Florida Not-for-Profit Corporation)**

THE MUSICAL ARTS ASSOCIATION OF MIAMI, INC., by these Amended and Restated Articles of Incorporation, amends and restates in the entirety its Articles of Incorporation, which were first filed with the Florida Secretary of State on July 7, 2006 and amended on February 5, 2008. Pursuant to sec. 617.1007(4), these Amended and Restated Articles supersede the original Articles of Incorporation and the amendment thereto. The Corporation has no members and, accordingly, the amendments contained in these Amended and Restated Articles of Incorporation did not require member approval. These Amended and Restated Articles of Incorporation (the "Articles") were adopted and approved by the Board of Directors of the Corporation on the 10 day of April, 2014 by a majority vote of the directors of the Corporation then in office.

ARTICLE 1**NAME**

The name of this corporation shall be The Miami Music Association, Inc. (the "Corporation").

ARTICLE 2**PURPOSES**

The Corporation is organized to encourage and foster the development of classical music performance and education in South Florida, with a core commitment to The Cleveland Orchestra's winter residency program in Miami.

Notwithstanding any other provisions of these Articles of Incorporation, 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 Internal Revenue Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

The Corporation is organized and operated exclusively for charitable, religious, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law) (the "Internal Revenue Code").

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ARTICLE 3
POWERS

The Corporation shall have all powers conferred upon not-for-profit corporations organized under Chapter 617 of the Florida Statutes and any corresponding provisions of future Florida laws, but shall exercise such powers only in fulfillment of its above-stated purposes.

The corporation shall not engage in any of the following activities:

- (1) The corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.
- (2) No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation; provided, however, that this provision shall not apply to activities consisting of carrying on propaganda, or otherwise attempting, to influence legislation, to the extent the Corporation has made an election pursuant to and remains in compliance with the restrictions of Section 501(h) of the Internal Revenue Code.
- ~~(3) No part of the net earnings of the Corporation shall inure to the benefit of any private individual within the meaning of Section 501(c)(3) of the Internal Revenue Code.~~

ARTICLE 4
MEMBERSHIP

The Corporation shall not have members.

ARTICLE 5
PRINCIPAL OFFICE

The street address of the principal office of the Corporation is 1444 Biscayne Boulevard, Suite 302, Miami, Florida 33132.

ARTICLE 6
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office of the Corporation is 1200 South Pine Island Road, Plantation, Florida 33324, and the name of the Corporation's registered agent at that address is CT Corporation System.

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ARTICLE 7
BOARD OF DIRECTORS

The affairs of this Corporation shall be managed by a Board of Directors consisting of not fewer than three directors. The number of members of the Board of Directors and the manner of their election shall be determined as set forth in the Bylaws of the Corporation.


ARTICLE 8
AMENDMENTS

These Articles can be amended and/or restated only by a majority vote of the members of the Board of Directors of the Corporation present at a meeting where a duly constituted quorum of the Board of Directors is present or by action of the Board of Directors in lieu of a meeting, duly adopted by written consent in accordance with the Bylaws of the Corporation. In the notice of the meeting, the amendments or changes must be circulated in writing to the members at least ten days prior to the date of the meeting.

ARTICLE 9
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 organization which is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, as selected by the Board of Directors.~~

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation on this 10th day of April ---, 2014

 - President

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