

To: The Florida Dept. of State
Subject: 000409108132

From: Ashley Smith

Tuesday, June 23, 2009 14:40 AM Page: 2 of 7

Division of Corporations

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6/22
000409.106154

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A BETTER MIAMI BEACH, INC.

Certificate of Status	0
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To: The Florida Dept. of State
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June 23, 2009

FLORIDA DEPARTMENT OF STATE
Division of Corporations

A BETTER MIAMI BEACH, INC.
1350 NW 8TH CT, PH7
MIAMI, FL 33136

SUBJECT: A BETTER MIAMI BEACH, INC.
REF: N08000008853

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6925.

Teresa Brown
Regulatory Specialist II

FAX Aud. #: H09000148187
Letter Number: 609A00021260

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
A BETTER MIAMI BEACH, INC.
a Florida not-for-profit corporation**

N08000008853
Document Number of Corporation

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1006 of the Florida Not-for-Profit Corporation Act, BETTER MIAMI BEACH, INC., a Florida not-for-profit corporation (the "Corporation") adopts the following Articles of Amendment to its Articles of Incorporation:

1. Article I of the Corporation's Articles of Incorporation is hereby deleted in its entirety and replaced with the following new Article I:

ARTICLE I. NAME

The name of the corporation shall be: A Better Miami Beach, Inc.

2. Article II of the Corporation's Articles of Incorporation is hereby deleted in its entirety and replaced with the following new Article II:

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation is:
1350 NW 8th Ct
PH 7
Miami, FL 33136

3. Article III of the Corporation's Articles of Incorporation is hereby deleted in its entirety and replaced with the following new Article III:

ARTICLE III. PURPOSE(S)

The purpose for which the corporation is organized is exclusively for charitable, religious, educational, and scientific purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

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4. Article IV of the Corporation's Articles of Incorporation is hereby deleted in its entirety and replaced with the following new Article IV:

ARTICLE IV. DIRECTORS AND/OR OFFICERS

The initial directors are:

Andrew Resnick
2700 Bay Ave, Miami, FL 33140

Angela Winkowski
16 Washington Ave, #2504
Miami Beach, FL 33139

Juliana Valenzuela
133 NE 2nd Ave, #1206
Miami, FL 33132

The manner in which the directors are elected or appointed is set forth in the By Laws.

5. Article V of the Corporation's Articles of Incorporation is hereby deleted in its entirety and replaced with the following new Article V:

ARTICLE V. INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent is:

CorpDirect Agents, Inc.
515 East Park Avenue
Tallahassee, Florida 32301

6. Article VI of the Corporation's Articles of Incorporation is hereby deleted in its entirety and replaced with the following new Article VI:

ARTICLE VI. CHARITABLE ORGANIZATIONS PROVISIONS

Notwithstanding any powers granted to the Corporation by its Articles, By Laws or by the laws of the State of Florida, the following limitations of power shall apply:

- a. The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes as the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code").

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b. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for the services rendered and to make payments and distributions in furtherance of purposes set forth in the purpose clause hereof. No substantial 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. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (i) by an organization exempt from federal income tax under Code Section 501(c)(3); or (ii) by an organization contributions to which are deductible under Code Section 170(c)(2).

c. Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Code Section 501(c)(3), or shall be distributed to the federal government, or a state or local government, for public purpose. Any such assets not so disposed of shall be disposed of by the court having jurisdiction over the Corporation, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

7. The amendment was approved by the members and the number of votes cast for the amendment was sufficient for approval.

8. The effective date of this Amendment shall be upon the filing of these Articles of Amendment.

(Signature Pages follow)

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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.

Michael H. Asst. Sec.
Signature/Registered Agent

6/23/09
Date

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IN WITNESS WHEREOF, the undersigned officer of the Corporation has executed the foregoing Articles of Amendment to the Articles of Incorporation, this 22 day of June, 2009.

A BETTER MIAMI BEACH, INC.

By: 

Name: Andrew Resnick

Title: President

{M3123636;1}

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