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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: VIZCAYA MUSEUM AND GARDENS TRUST, INC.

DOCUMENT NUMBER: N14000008119

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

Please return all correspondence concerning this matter to the following:

JOEL HOFFMAN

(Name of Contact Person)

VIZCAYA MUSEUM AND GARDENS

(Firm/ Company)

3251 SOUTH MIAMI AVENUE

(Address)

MIAMI, FLORIDA 33129

(City/ State and Zip Code)

JOEL.HOFFMAN@VIZCAYA.ORG

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

JOEL HOFFMAN

(Name of Contact Person)

at (305) 860-8422

(Area Code & Daytime Telephone Number)

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

- \$35 Filing Fee
- \$43.75 Filing Fee & Certificate of Status
- \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- \$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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
15 JAN 27 AM 3:04

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Articles of Amendment
to
Articles of Incorporation
of

Vizcaya Museum and Gardens Trust, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

NI400000819

(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:

_____ *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)

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

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: _____

(Florida street address)

New Registered Office Address:

_____, Florida

(City)

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TALLAHASSEE, FLORIDA

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

- 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)

Please note the officer/director title by the first letter of the office title:

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>P</u>	<u>RAYFIELD MCGHEE</u>	<u>VIZCOYA MUSEUM AND GARDENS</u> <u>3251 SOUTH MIAMI AVENUE</u> <u>MIAMI, FLORIDA</u> <u>33129</u>
2) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>V</u>	<u>SHAWN KHOSRAVI</u>	<u>VIZCOYA MUSEUM AND GARDENS</u> <u>3251 SOUTH MIAMI AVENUE</u> <u>MIAMI, FLORIDA</u>
3) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>T</u>	<u>CARLTON COLE</u>	<u>VIZCOYA MUSEUM AND GARDENS</u> <u>3251 SOUTH MIAMI AVENUE</u> <u>33129</u>
4) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>S</u>	<u>LAURA MUNILLA</u>	<u>VIZCOYA MUSEUM AND GARDENS</u> <u>3251 SOUTH MIAMI AVENUE</u> <u>MIAMI, FLORIDA</u> <u>33129</u>
5) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____
6) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____

The date of each amendment(s) adoption: SEPTEMBER 25, 2014, if other than the date this document was signed.

Effective date if applicable: SEPTEMBER 25, 2014
(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 JANUARY 15, 2015

Signature Rayfield M. Ghee

(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)

Rayfield M. Ghee
(Typed or printed name of person signing)

Chairman
(Title of person signing)