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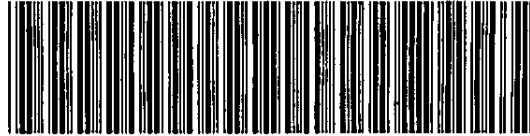
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MAR 15 2016

C. CARROTHERS

Diego J. Arredondo, Esq.
44 West Flagler, Suite 2100
Miami, Florida 33130
Tel: (305) 405-0997
darredondo@roiglawyers.com

January 4, 2015

Via U.S. Mail

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

COVER LETTER

Name of Corporation: Midtown Miami Bar Association, Inc. (f/k/a Midtown Bar Association, Inc.)
Document Number: N15000002110

Dear sir or madam,

Please find enclosed the Articles of Amendment for the Midtown Miami Bar Association, Inc., a Florida Not-for-Profit Corporation. Please also find enclosed the fee for filing. These are being submitted to you for filing with the Division of Corporations.

Please return all correspondence concerning this matter to the following:

Diego J. Arredondo
Midtown Miami Bar Association
44 West Flagler, Suite 2100
Miami, Florida 33130

For further information concerning this matter, please call:

Diego J. Arredondo at (305) 405-0997.

Enclosed please find a check in the amount of \$35 which should represent the Filing Fee.

Best regards,



Diego J. Arredondo, Esq.

**ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPROATION
of
MIDTOWN MIAMI BAR ASSOCIATION, INC.**

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. NEW CORPORATE NAME:

Midtown Miami Bar Association, Inc.

B. AMENDMENTS ADOPTED (Other than Name Change):

ARTICLE I

NAME

The name of the corporation is:

MIDTOWN MIAMI BAR ASSOCIATION, INC.

ARTICLE II

PRINCIPAL ADDRESS

The street address of the Principal Office of the Corporation is as follows:

44 WEST FLAGLER, SUITE 2100, MIAMI, FLORIDA 33130

The mailing address of Principal Office of the Corporation is as follows:

44 WEST FLAGLER, SUITE 2100, MIAMI, FLORIDA 33130

ARTICLE III

PURPOSE

The Midtown Miami Bar Association, Inc. is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

The Midtown Miami Bar Association, Inc., is a professional non-profit organization seeking to promote growth and development of the community of Midtown Miami, Florida which includes the neighborhoods of Midtown, Design District, Edgewater and Wynwood. The Midtown Miami Bar Association will engage the community by offering programs and initiatives to foster

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a fraternal organization that encourages education and community involvement and rejuvenate the programming and ideals of a traditional professional bar association.

Otherwise, the purposes of the Midtown Miami Bar Association, Inc., shall, however, be limited in all events to those exempt purposes described in Section 501(c)(3) of the Internal Revenue Code. Further, this corporation shall only engage in activities permitted under the laws of the State of Florida and the United States of America. In furtherance of these purposes, the corporation may promote, establish, conduct and maintain activities on its own behalf, such as educational outreach to teach individuals legal aspects surrounding ownership of business and initiatives to assist individuals facing situations involving the law.

ARTICLE IV

ELECTION OF DIRECTORS

Election. All directors of the Corporation shall be elected as provided in the bylaws of the Corporation, or as otherwise stated herein. In order to be eligible to serve as a director of the Corporation, an individual must be at least 18 years of age. Directors may be elected by the majority vote of the existing board. Such election is to take place in January of each year.

ARTICLE V

BOARD OF DIRECTORS

Governance. The Midtown Miami Bar Association, Inc., shall be governed by its directors. In no event shall the Board of Directors be consisted of fewer than three (3) directors.

Initial Directors. The initial directors of the Midtown Miami Bar Association, Inc. shall be as follows:

<u>NAME</u>	<u>ADDRESS</u>
Arturo L. Arca	44 West Flagler, Suite 2100 Miami, Florida 33130
Diego J. Arredondo	44 West Flagler, Suite 2100 Miami, Florida 33130
Justin Stivers	6790 Coral Way, 3 rd Floor Miami, Florida 33155

ARTICLE VI

REGISTERED AGENT

The name and address of the registered agent of the corporation is as follows:

NAME

ADDRESS

Arturo L. Arca

44 West Flagler, Suite 2100
Miami, Florida 33130

ARTICLE VII

INCORPORATOR

The name and address of the incorporation of the Midtown Miami Bar Association, Inc. is as follows:

NAME

ADDRESS

Arturo L. Arca

44 West Flagler, Suite 2100
Miami, Florida 33130

ARTICLE VIII

DURATION

The period of the corporation is:

PERPETUAL

ARTICLE IX

EFFECTIVE DATE

The effective date for the Midtown Miami Bar Association, Inc. shall be:

February 9, 2016

ARTICLE X

NON-PROFIT

Non-Profit. The Midtown Miami Bar Association, Inc. is organized exclusively for charitable and educational purposes, including, for such purposes, legal and historic education, professional networking events and community service.

Personal Liability. No officer or director of this corporation shall be personally liable for the debts or obligations of the Midtown Miami Bar Association, Inc. of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

Dissolution. Upon termination or dissolution of the Midtown Miami Bar Association, Inc., any assets lawfully available for distribution shall be distributed for one (1) or more exempt purpose(s) to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization(s) have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation, or to the federal, state or local government for a public purpose. The organization to receive the assets of the Midtown Miami Bar Association, Inc. shall be selected by the discretion of the director(s)

Prohibited Distributions. No part of the income or principal of the Midtown Miami Bar Association, Inc., on dissolution or otherwise, shall inure to the benefit of, or be distributable to, any member, officer or director of the Midtown Miami Bar Association, Inc., or to any other private person or individual, in such a fashion as to considered an application of funds that falls outside of the provisions of Section 501(c)(3) of the Internal Revenue Code, except that reimbursement for expenditures or payment of reasonable compensation shall not be construed as a distribution of income or capital.

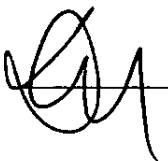
Prohibited Activities. The Midtown Miami Bar Association, Inc. shall not undertake any activities consisting of carrying on lobbying or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office or political party

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity:

By: Arturo L. Arca

Date: March 4, 2016

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in Fla. Stat. § 817.155.

By:  Diego Avredondo

Date: March 4, 2016

The date of each amendment(s) adoption: March 7, 2016

Effective date if applicable: March 7, 2016

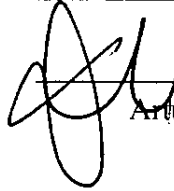
Adoption of Amendment(s)

- ☐ The amendments were adopted by the members and the number of votes cast for the amendments were sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendments. The amendments were adopted by the board of directors.

Dated:

3-4-16

Signature:



Diego Avendaño

for

Arturo L. Arca