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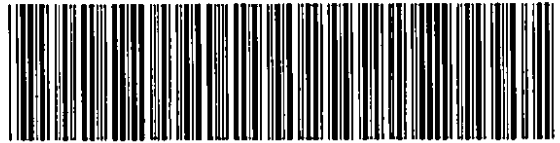
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TALLAHASSEE, FL

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Art.

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FREDERICK WOODBRIDGE JR., P.A.

A PROFESSIONAL ASSOCIATION

FREDERICK WOODBRIDGE, JR.
OFFICE TEL : 305-779-3067

:CORAL GABLES OFFICE :
2655 LEJUNE RD., SUITE 543
CORAL GABLES, FL 33134

DIRECT LINE: (305) 358-9414
CELL: (305) 302-1037
FACSIMILE: (305) 402-0163

July 31, 2018

Ms. Susan Tallent
Regulatory Specialist II
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: French American Society of Miami, Inc.

Dear Ms. Tallent:

Please find attached the RESTATED ARTICLES OF INCORPORATION of the above captioned not for profit corporation, together with a certificate confirming that no member approval was required, signed by the secretary, and a copy of your letter no. 518A00015326.

Please note that we replaced "organization" with "corporation" where appropriate, leaving "organization" where the term was part of the federal 501(c)(3) language.

We would greatly appreciate your filing this document at your earliest convenience, or if necessary, contacting the undersigned with any further requirements.

Best regards,

FREDERICK WOODBRIDGE, JR., P.A.:



Frederick Woodbridge, Jr.



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 25, 2018

FREDERICK WOODBRIDGE, JR.
FREDERICK WOODBRIDGE, JR. P.A.
2655 S. LE JEUNE RD. STE 543
CORAL GABLES, FL 33134

SUBJECT: FRENCH AMERICAN SOCIETY OF MIAMI, INC.
Ref. Number: N15000005640

We have received your document and check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

AT THE TOP OF PAGE 1 OF 9 OF YOUR DOCUMENT, IT MUST STATE THE CURRENT NAME OF THE CORPORATION, FRENCH AMERICAN SOCIETY OF MIAMI, INC., IN LIEU OF ALLIANCE FRANCAISE OF MIAMI METRO, INC.

THROUGHOUT THE DOCUMENT, PLEASE REMOVE REFERENCES TO ORGANIZATION AND REPLACE WITH CORPORATION.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

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) 245-6050.

Susan Tallent
Regulatory Specialist II

Letter Number: 518A00015326

French American Society of Miami, Inc.

RESTATED ARTICLES OF INCORPORATION

Preamble:

1. NAME. The name of the corporation is Alliance Française of Miami Metro Inc.
2. PRINCIPAL OFFICE. The principal place of business and mailing address of this corporation is 3222 Aviation Boulevard, Vero Beach, FL 32960.
3. PURPOSES FOR WHICH THE CORPORATION IS ORGANIZED: The purposes of the Corporation are as set forth hereinbelow.
4. ELECTION OF DIRECTORS. The method of election of directors shall be as set forth hereinbelow.
5. LIMITATION OF CORPORATE POWERS.
 - a. This corporation shall issue no stock. No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this article.
 - b. No substantial part of the activities of this corporation shall consist of the carrying on of propaganda, or otherwise attempting, to influence legislation. This corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office, including the publishing or distribution of statements.
 - (c) Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under § 501(c)(3) of the Internal Revenue Code of 1986 as amended or the corresponding provision of any future United States internal revenue law, or by a corporation, contributions to which are deductible under § 170(c)(2) of the Internal Revenue Code of 1986 as amended or the corresponding provision of any future United States internal revenue law.
 - (d) On the dissolution of this corporation, the board of directors shall dispose of all of the assets of this corporation exclusively for the purposes of this corporation in the manner or to the organization or organizations that are organized and operated exclusively for charitable, scientific, and educational purposes and that shall at the time qualify as exempt organizations under § 501(c)(3) of the Internal Revenue Code of 1986 as amended or the corresponding provision of any future United States internal revenue law, after paying or making provisions for the payment of all liabilities of this corporation. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county where the principal office of this corporation is then located exclusively for the purposes or to the organizations that the court

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TALLAHASSEE FL

determines are organized and operated exclusively for charitable, scientific, and educational purposes, within the meaning of Section 501(c)(3) of the U.S. Internal Revenue Code of 1986, as amended.

6. REGISTERED OFFICE AND REGISTERED AGENT. The initial registered office of the corporation is c/o Frederick Woodbridge, Jr. P.A., 2655 S. Le Jeune Rd., Suite 543, Coral Gables, Florida 33134. The initial registered agent at that address is Frederick Woodbridge Jr. The Registered Agent's acceptance of his appointment as set forth in the initial Articles of Incorporation is hereby ratified and confirmed.

7. INCORPORATOR. The name and address of the incorporator is Frederick Woodbridge, Jr., Frederick Woodbridge, Jr. P.A., 2655 S. Le Jeune Rd., Suite 543, Coral Gables, Florida 33134.

I. AIM AND COMPOSITION OF THE CORPORATION

ARTICLE I

Statement of Purpose

Section 1. The Alliance Française of Miami Metro Inc. is organized as a non-profit corporation in accordance with the laws and statutes of the State of Florida. Its purpose is encourage and further the knowledge of the French culture and language, and to foster friendly relations between the American and French people by promoting linguistic and cultural exchanges, all in light of the statutes and aims of the Alliance Française founded in Paris in 1883, the task of which has been continued since January 1, 2008 by the Fondation Alliance Française. The Alliance Française of Miami Metro is to be operated as a non-profit, non-political, non-discriminatory corporation which complies with applicable federal and state non-profit tax laws and regulations.

Section 2. The corporation operates within a framework of responsible and well-balanced management, which guarantees its spirit of independence.

Section 3. The corporation has no political or religious affiliations and prohibits any form of discrimination.

ARTICLE II

Principal Activities

The corporation will chiefly be involved in the following activities:

- Organising French classes;
- Supporting the teaching of French in national educational institutions;
- The dissemination of French or Francophone cultural materiel (in written or audio-visual

form) through the provision of appropriate facilities (libraries, resource centres, media-libraries, film clubs, exhibition halls and theatres) and through participation in French and foreign communication channels;

-The organisation of cultural events in France and abroad (shows, recitals, exhibitions, conferences, symposia, etc.) and meetings of a recreational or promotional nature;

-The organisation of language study trips to France or other French-speaking countries.

ARTICLE III

Members

Section 1. There shall be various classes of membership as may be determined by the Board of Directors. The following classes of members are hereby created initially by the Board of Directors on such terms and conditions as the Board of Directors may deem appropriate:

- Founding members;
- Honorary members
- Paid-up general members in accordance with Section 2 following.

Section 2. Any person, regardless of race, religion, national or ethnic origin may become a member by paying annual dues as determined by the Board of Directors and upon payment of appropriate dues, such person shall be entitled to all the privileges of membership in the corporation, including voting privileges.

Section 3. Language students and other persons taking part in events organized by the corporation must become paying members of the corporation before being considered voting members of the corporation.

Section 4. The class of Founding Members shall be limited to fifty (50), and shall be made up of those members joining the corporation at the time of its initial registration.

Section 5. Membership rights are forfeited:

- upon resignation
- upon expulsion pronounced by the Board of Directors, either for non-payment of dues, or for serious reasons, the member in question having been given an explanation of the basis for expulsion . The decision of the Board of Directors is subject to ratification at the next general meeting.

II. ADMINISTRATION AND OPERATION OF THE CORPORATION

ARTICLE IV

Annual General Meetings of the Members

Section 1. An Annual General Meeting of the members of the corporation shall be held in the month of February at such time and place as the Board of Directors shall determine. Notice of such meeting shall be mailed to each member at least thirty (30) days prior to the meeting. A member's attendance at and participation in the meeting waives objection to lack of notice or defective notice unless the member promptly upon his or her arrival, objects to the holding of the meeting.

Section 2. One third (1/3) of the voting membership shall constitute a quorum and a simple majority of votes cast by the voting members (including absentee ballots for election of Directors and email votes if approved by the Board of Directors) shall be sufficient to carry any motion except as otherwise provided herein or in the procedural rules set forth in *Robert's Rules of Order*. The Board shall determine a record date for membership eligible to vote at the annual meeting, which shall be 10 (ten) days prior to the date of the Annual Meeting.

Section 3. If a quorum is not reached, the general annual meeting shall be convened on a later date, after an interval of at least fifteen days, at which time the decisions it makes will be valid, regardless of the level of attendance.

Section 4. Special meetings of the membership may be called at any time by either the President, or by one half of the members of the board (excluding the President), or in writing by one-fifth ($\frac{1}{5}$) of the voting members of the Corporation. Notice of such meetings shall be given in writing in the manner herein before provided for giving notice of annual meetings and shall specify the purpose for which such meetings are called. A member's attendance at and participation in the meeting waives objection to lack of notice or defective notice unless the member promptly upon his or her arrival objects to the holding of the meeting. At all special meetings of the membership, one-third (1/3) of the voting members shall constitute a quorum, and a simple Majority of members present shall be sufficient to carry any motion except as otherwise provided herein or in *Robert's Rules of Order*.

Section 5. Proxies shall not be allowed at meetings of the membership or at any meetings of the Board of Directors. An absentee ballot will be accepted for the election of Directors at any Annual General Meeting, and must be lodged with the chairperson prior to the commencement of the meeting.

Section 6. Voting by email may be accepted for the election of Directors, at the discretion of and upon authorization by the Board of Directors.

Section 7. The agenda for the Annual General Meeting is set by the Board of Directors. The agenda shall include financial reports of the Corporation and a provisional budget for the following financial year that are to be approved by majority vote. It also shall provide for the re-election of members of the Board of Directors, that can take place by post or email. The annual report and accounts shall be made available to all members of the Corporation.

ARTICLE V

Administration

Section 1. The Corporation shall be governed by a Board of Directors composed of not less than four (4) nor more than fifteen (15) members, with the actual number (within the foregoing limits) being set from time to time by the Board. To be eligible for election to the Board, a member must either be a Founding Member, or have been a voting member for a period of one (1) year. At the Annual General Meeting the voting members shall elect each Director for a period of two (2) years (with staggered terms). Ex officio members of the Corporation may attend meetings of the Board of Directors but shall not have voting rights.

Section 2. Until the first Annual General Meeting, the Board of Directors will be entitled to appoint new members of the Board.

Section 3. In the case of death or resignation of a member of the Board, the Board of Directors, (by majority vote) shall have the power to fill such vacancy for a term that expires at the next General Meeting of Members.

Section 4. On an annual basis the Board of Directors, subsequent to the installation of its new Board members, shall elect (by majority vote) the following Officers and such other Officers as the Board may from time to time create. Each shall serve for a term of two (2) years and may be re-elected twice or until his or her successor is elected and qualifies:

President
Vice-President
Secretary
Treasurer

Section 5. No officer or member of the Board shall receive remuneration for his or her services as officer or Board member nor for services rendered relating to his or her profession nor as an employee or for any administrative type service. Reasonable expenses expressly authorized by the Board may be reimbursed upon justification. Therefore, no employee of the Alliance Française can become a member of the Board of Directors.

Section 6. At a meeting of the Board of Directors, one-half (1/2) of the Board members shall constitute a quorum.

Section 7. A minimum of six (6) Board meetings shall be held each year, such meetings to be called at the discretion of the President or by a majority of the members of the Board (other than the President).

Section 8. If it were determined by a majority of the members of the Board that a Board member or officer is not fulfilling his or her responsibilities to the Corporation, he or she may be removed from office at a regular or special meeting. All members of the Board must be given prior written notice ten (10) days in advance of the meeting that the removal of an officer or director is being considered. Failure to attend Board Meetings regularly may be

considered a failure to fulfill such responsibilities, but shall not be the sole grounds for removal. Directors may also be removed by a majority of votes cast by members present at the Annual Meeting or at a special meeting of the membership at which a quorum is present provided that notice is given in writing to all members as provided in Article III. Said notice shall inform members that the removal of a director is to be considered.

Section 9. Members of the Board of Directors or any executive committee may participate in a meeting by telephone or similar communication equipment if all persons participating can hear each other.

Section 10. Any member who has not attended Board of Directors meetings for one year without providing a legitimate excuse is deemed to have resigned.

Section 11. Minutes must be taken during the meeting. There should be a written report, signed by the President and the secretary, which must be produced for approval at the beginning of the following meeting

Section 12. Resolutions of the Board of Directors relating to acquisitions, exchanges and transfers of property which are relevant to the main objectives of the Corporation, to the granting of mortgages on said properties, of leases for a period of more than nine (9) years and to loans must be subject to the approval of the general meeting.

ARTICLE VI

Duties of Officers

Section 1. President: The President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. Specifically, he insures the legal representation of the Corporation and is responsible for the respect and proper application of these Articles and the decisions of the general meeting of members and of the Board of Directors.

Section 2. Vice-President: The Vice-President shall perform such duties as the President or the Board of Directors may prescribe and shall preside at Board meetings in the absence of the President.

Section 3. Secretary: The secretary shall keep the minutes of the meetings of the Board of Directors, the Annual Meeting and any special meetings of the membership. The Secretary shall keep a registration of the members and shall be responsible for sending out the proper notices for all meetings, regular, annual and special, of the entire membership, receive and manage correspondence, make reports of the activities of the Corporation to the appropriate entities and shall perform such other duties as may be assigned by the President or by the Board of Directors.

Section 4. Treasurer: The Treasurer shall receive all dues and income from other sources and deposit the same in such bank or depository institutions as the Board of Directors shall designate. The funds of the corporation may be placed in such financial institution as the Board of Directors,

recognizing the fiduciary nature of such funds, may determine. The Treasurer shall each year prepare (in advance) an annual budget and separate budgets for specific events, for Board approval. The Treasurer shall submit a report of all receipts and expenditures at each regular meeting of the Board of Directors and submit an annual Balance Sheet and Profit-and-Loss Statement to the Board of Directors for approval and subsequent delivery to each member thirty (30) days prior to the Annual meeting of the entire membership. The Treasurer's books may be audited after the close of each fiscal year as directed by the Board of Directors.

ARTICLE VII

Committees

Section 1. A Nominating Committee shall be appointed by the Board at least forty-five (45) days prior to the annual meeting. This Committee shall be composed of three (3) members at least two (2) of whom must be Founding Members, with any other member having been a voting member for at least one (1) year. The Nominating Committee shall recommend the name of at least one (1) candidate for each position on the Board of Directors to be filled.

Section 2. The Board of Directors may establish such other committees as the activities and functions of the corporation may require, as for example a financial committee, a pedagogical committee, an ad hoc committee for a particular event, and the President, with the approval of the Board, shall name members of such committees.

ARTICLE VII

Funding: Dues Income

Section 1. Annual dues shall be in such amounts and shall be payable at such time as may be determined by the Board of Directors.

Section 2. The fiscal year of the corporation shall commence on the first (1st) day of January of each year.

Section 3. The Corporation may engage in such fund raising activities as are consistent with its charter and applicable law and regulations as the Board may determine, and as appropriate may realize income from services such as enrolment in French language courses, film club fees, library subscriptions etc. The Corporation may also accept donations and bequests as authorized by the Board of Directors.

ARTICLE IX

Relations with the Foundation

Section 1. No person or group shall be entitled to use the name of the Alliance Française without the prior consent and authorization of the Alliance Française Foundation in Paris.

Section 2. This Corporation shall maintain a close relationship with the Fondation Alliance Française, and specifically through the Délégation Générale Alliance Française USA in Washington, D.C.

ARTICLE IX-II.

Relations with the Consulate and the Cultural Service

The Corporation shall maintain a close relationship with the Consulate General of France in Miami and the Cultural Service of the Embassy of France in the United States (Florida and Puerto Rico). The Consul General of France in Miami shall be an ex officio member of the Board of Directors. The Cultural Attaché in Miami may be invited to attend meetings of the Board of Directors as proposed by the Board of Directors.

ARTICLE X

Indemnification

The Corporation may indemnify any person (including his estate) made or threatened to be made a party to any suit or proceeding whether civil or criminal, by reason of the fact that he was a director or officer of the corporation or served at its request as a director or officer of another Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney fees actually and necessarily incurred as a result of such threat, suit or proceeding, or any appeal therein, to the full extent permissible under the laws of the State of Florida, except as limited in the Articles of the Corporation. The Board shall at all time carry liability insurance for directors and officers.

ARTICLE XI

Amendments and Dissolution

Section 1. The Board of Directors may amend these Articles by a two-thirds (2/3) majority of votes cast at a meeting of the Board at which a quorum is present. Copies of proposed changes in the Articles shall be given to each member of the Board at least ten (10) days in advance of such meeting.

Section 2. These Articles may also be amended by two-third (2/3) majority of votes cast by members present at the Annual General Meeting of members or a special meeting at which a quorum is present. Copies of proposed changes to the Articles shall be furnished to each member with the notice of the meeting required in Article III.

Section 3. Should the Annual General Meeting of members be convened to decide on statutory amendments or the dissolution of the corporation and exclusively to this effect, the necessary quorum for the decision to be valid is half (1/2) of the members plus one. If this quorum is not reached, the general meeting will be convened at a later date, after an interval of at least fifteen days, at which time the resolutions it makes will be valid, regardless of the level of attendance. In all cases, for modifications of the Articles or for the dissolution of the Corporation to be passed, a majority of two thirds of the attending members is required.

Section 4. The adoption of amendments shall become binding only after approval by the Fondation Alliance Française. After filing with the local authorities, copies of the filing and of the amended Articles shall be sent for filing in the records of the Fondation Alliance Française. They must be accompanied by a translation in French. All such documents must be initialed on each page, signed and dated by the President of the Corporation.

Section 5. In the event of dissolution, the residual assets of the Corporation will be turned over to another chapter of the Alliance Française, to the Federation of Alliances Françaises, USA, or to one or more organizations which themselves are exempt as organizations described in sections 501 (c)(3) and 170 (c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal, State, or local government for exclusive public purposes.

ARTICLE XII

Executive Administration

The Corporation shall hire an Executive Director and such other directors as the Board of Directors shall consider necessary, as for example an Educational Director. These persons shall be employed either directly or as independent contractors, upon the proposal of the President and with the approval of the Board of Directors. Such Directors may attend the meetings of the Board of Directors may shall not have voting rights as they are salaried personal attached to the Corporation.

I submit these Restated Articles of Incorporation 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 s.817.155, F.S.

Required Signature of Incorporator:



Frederick Woodbridge, Jr.

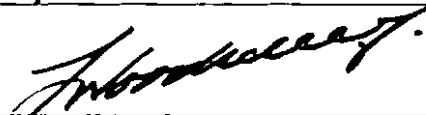
Date: July 31, 2018

CERTIFICATE:

**RESTATED ARTICLES OF INCORPORATION
FRENCH AMERICAN SOCIETY OF MIAMI, INC.**

1. The foregoing Restated Articles of Incorporation were adopted by the Board of Directors of the Corporation at its meeting of June 25, 2018 and do not contain any amendments requiring member approval.

Dated: 07/31/2018

Signature: 
Frederick Woodbridge, Jr.
Secretary