

N1500 0005640

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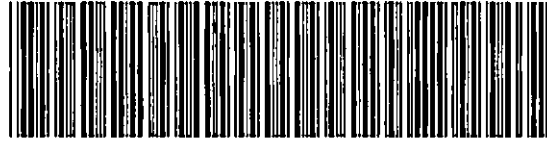
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*Amended &
Restated
Articles*

800386855848
04/28/22--01021--007 *52.50

STATE OF MICHIGAN
DEPARTMENT OF STATE

2022 MAY -3 AM 8:29

FILED

A. RAMSEY

MAY -4 2022

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

ALLIANCE FRANCAISE OF MIAMI

METRO, INC.

- Art of Inc. File _____
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Trade/Service Mark _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
- Photo Copy _____
- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
- Courier _____

Signature

Requested by: BA
Name _____ Date 4/28/22 Time _____
Walk-In _____ Will Pick Up _____



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED

2022 MAY -3 PM 2:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 29, 2022

CAPITAL CONNECTION, INC.

TALLAHASSEE, FL 32301

SUBJECT: ALLIANCE FRANCAISE OF MIAMI METRO, INC.
Ref. Number: N15000005640

We have received your document for ALLIANCE FRANCAISE OF MIAMI METRO, INC. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

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) 245-6823.

Annette Ramsey
OPS

Letter Number: 522A00009998

04/28/22 01021 007 52.50

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Alliance Francaise of Miami Metro, Inc. _____

DOCUMENT NUMBER: N1500005640 _____

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

Please return all correspondence concerning this matter to the following:

Frederick Woodbridge Jr. _____
(Name of Contact Person)

Frederick Woodbridge Jr., P.A. _____
(Firm/ Company)

2655 S. Le Jeune Rd. Ste 543 _____
(Address)

Coral Gables, FL 33134 _____
(City/ State and Zip Code)

fwoodbridge@bellsouth.net _____
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Frederick Woodbridge, Jr. _____ at _____
(Name of Contact Person) (Area Code) (Daytime Telephone Number)

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

- | | | | |
|--|--|---|---|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input checked="" type="checkbox"/> \$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
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

FILED

Alliance Francaise of Miami Metro, Inc.

2022 MAY -3 AM 8: 29

AMENDED AND RESTATED ARTICLES OF INCORPORATION STATE OF FLORIDA
COUNTY OF DADE

BY THESE AMENDED AND RESTATED ARTICLES OF INCORPORATION the undersigned incorporator submits same as the definite Articles of Incorporation for a corporation under Florida law.

1. NAME. The name of the corporation is Alliance Française of Miami Metro, Inc.
2. PRINCIPAL OFFICE; ELECTION OF DIRECTORS. The principal place of business and mailing address of this corporation is c/o Frederick Woodbridge Jr., P.A., 2655 S. Le Jeune Rd., Suite 543, Coral Gables, Florida 33134. The method of election of directors shall be set forth in the Bylaws.
3. PURPOSES.
 - (a) The purposes for which this corporation is organized are the following:
 - (i) To encourage and further the knowledge of the French language.
 - (ii) To promote and facilitate the knowledge and study of French and Francophone culture.
 - (iii) To foster friendly relations between the American and French peoples.
 - (iv) To offer French language courses and courses in other languages.
 - (v) To collaborate with and participate in existing projects geared toward objectives similar to those of the corporation.
 - (vi) To promote and participate in conferences, lectures, symposia and other events, domestic and foreign, having as their primary focus the furtherance of French and Francophone language and culture.
 - (vii) to otherwise contribute in such ways as the corporation through its board of Directors shall consider appropriate to the development and publicizing of the above objectives.
 - (b) 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.

(c) 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.

(d) 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.

(e) 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 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.

4. MEMBERSHIP. The corporation shall have no members. The management of the affairs of the corporation shall be vested in a board of directors as defined in the corporation's bylaws.

5. 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.

6. DIRECTORS. The corporation shall have not less than 4 directors nor more than 15. The number of directors may be changed from time to time as provided in the bylaws. Each of the following persons is appointed as a director of the Corporation to serve in that capacity until such director's successor has been duly elected and qualified, all as provided in the bylaws of the Corporation. The names and addresses of the present directors are as follows:

Name	Address
Capdevielle, Xavier	11113 Biscayne Blvd., PH 52 Miami, FL 33181
Sureau, Olivier	990 Biscayne Blvd., Office 701 Miami, FL 33132
Woodbridge, Jr., Frederick	2655 S. Le Jeune Rd. Ste 543 Coral Gables, FL 33134
Bona, Patricia	781 Crandon Boulevard, Apt. 801 Key Biscayne, FL 33149
Lefebvre-Blachet, Sophie	PO Box 402731 Miami Beach, FL 33140
Kelley, Russell	100 Royal Palm Way, 4E Palm Beach, FL 33480
Valdes-Fauli, Raul	Law Offices of Raul-Valdes-Fauli 355 Alhambra Circle, Suite 1205 Coral Gables, FL 33134
Bauwens, Valerie	4425 Monserrate Street Coral Gables, FL 33146
Lauredo, Luis	201 Crandon Blvd Apt 936 Key Biscayne, FL 33149
Markus, Andrew J.	Carlton Fields 100 S.E. Second Street, Suite 4200 Miami, FL 33131-2113

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.

8. BYLAWS. The bylaws of the corporation shall be adopted by the Board of Directors.

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 s.817.155, F.S.

Required Signature of Incorporator:

Frederick Woodbridge, Jr.

Frederick Woodbridge, Jr.

Date: December 20, 2021

Alliance Française of Miami Metro, Inc..

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned, FREDERICK WOODBRIDGE, Jr., having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the appointment as registered agent and the duties and the obligations of Section 617.0503, Florida Statutes.

DATED this 20th day of December, 2021.



FREDERICK WOODBRIDGE, Jr.

CERTIFICATE

Corporation: Alliance Française of Miami Metro, Inc.

Document No.: N15000005640

The undersigned, Secretary of Alliance Française of Miami Metro, Inc., a Florida Not for Profit Corporation, having document number N15000005640 (the "Corporation"), hereby certify as follows in connection with the Amended and Restated Articles of Incorporation attached hereto and in response to the April 29, 2022 Letter from the Florida Department of State, Division of Corporation, a copy of which is attached hereto:

- 1. The Amended and Restated Articles of Incorporation were adopted by the Board of Directors of the Corporation on February 17, 2022.
- 2. There are no members entitled to vote on the Amended and Restated Articles of Incorporation. The said Amended and Restated Articles of Incorporation were adopted by the Board of Directors of the Corporation and do not contain any amendments requiring member approval.

Done in Miami, Florida, this 2nd day of May, 2022:

Frederick Woodbridge, Jr.

Frederick Woodbridge, Jr., Secretary

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me by means of:

Physical presence; or
 Online notarization.

this 2nd day of May, 2022, by Frederick Woodbridge, Jr., Secretary, Alliance Française of Miami Metro, Inc. who is personally known to me or who has produced well known to me as identification..

Carolina Plana

NOTARY PUBLIC
State of Florida at Large
Commission No.
My Commission Expires:

