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THE ASSOCIATION OF ASSET MANAGEMENT PROFESSIONALS, INC.

Certificate of Status	0
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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

**THE ASSOCIATION OF ASSET MANAGEMENT PROFESSIONALS, INC.
A FLORIDA CORPORATION NOT-FOR-PROFIT**

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TALLAHASSEE, FL

The Association of Asset Management Professionals, Inc., a Florida corporation not-for-profit (the "Corporation"), organized and existing under the laws of the State of Florida (Chapter 617, Florida Statutes), pursuant to Articles of Incorporation filed on January 3, 2019, as document number N19000000090, hereby certifies, by and through its undersigned officers, as follows:

The undersigned, being the President of the Corporation, hereby approves, executes and adopts these Amended and Restated Articles of Incorporation in their entirety for the Corporation pursuant to authority granted by the Corporation's Board of Directors. These Amended and Restated Articles of Incorporation have been duly approved, authorized, ratified and confirmed by the Corporation's Board of Directors. These Amended and Restated Articles of Incorporation do not require approval, authorization, ratification or confirmation by the Corporation's Members.

These Amended and Restated Articles of Incorporation are adopted on March 26, 2020.

1. Name

The name of the Corporation is The Association of Asset Management Professionals, Inc. The Corporation's principal office is located at 8981 Daniels Center Drive, Suite 201-E, Fort Myers, Florida 33912 in Lee County, Florida. The Corporation's mailing address is P.O. Box 60075, Fort Myers, Florida 33906 in Lee County, Florida. The Board of Directors may from time to time move the principal office of the Corporation to any other address in the State of Florida.

2. Nature of Business

The purposes for which the Corporation is formed are exclusively religious, charitable, scientific, testing for public safety, literary or educational, to foster national or international amateur sports competition (but only if no part of its activities involve the provision of athletic facilities or equipment) or for the prevention of cruelty to children or animals, within the meaning of Section 501(c)(3) of the U.S. Internal Revenue Code of 1986, as amended (the "Code"), and any rulings or regulations thereunder, or the corresponding provisions of any future internal revenue law of the United States of America (the "Revenue Laws"). More specifically, subject to the restrictions and limitations of the Corporation's Articles of Incorporation and the Revenue Laws, the Corporation shall support, and strive to further through its activities (e.g., newsletters, publications, seminars, etc.), education in the field of industrial asset management, industrial asset reliability and industrial asset safety.

3. Powers

The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or in cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, desirable, suitable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster or attain any of such purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are set forth in furtherance of the exempt purposes of organizations described in Code Section 501(c)(3) (or any corresponding provisions of any future Revenue Laws), including any rulings and regulations thereunder.

4. Membership

The Corporation may have one or more classes of Members. The designation of such class or classes of Members, the qualifications and rights of each class of Members, any quorum and voting requirements for meetings and activities of Members, and notice requirements sufficient to provide notice of meetings and activities of the Members shall be as set forth in the Corporation's Bylaws.

5. Term of Existence

Corporate existence commenced on the date of filing of the Corporation's Articles of Incorporation in the office of the Secretary of State of the State of Florida, and the Corporation shall have perpetual existence thereafter.

6. Incorporator

The name and address of the original incorporator to the Company's Articles of Incorporation are: Kevin A. Kyle, 1380 Royal Palm Square Boulevard, Fort Myers, Florida 33919.

7. Officers

The officers of the Corporation shall be a President, Secretary and Treasurer, and such other officers as may be provided by Bylaws adopted for the Corporation by the Corporation's Board of Directors. Officers shall be elected by the Board of Directors in the manner set forth in Bylaws adopted for the Corporation by the Corporation's Board of Directors.

8. Directors

The affairs of the Corporation shall be managed by a Board of Directors, members of which shall be elected in accordance with Bylaws adopted for the Corporation by the Corporation's Board of Directors. The number of members of the Board of Directors shall be fixed as set forth in Bylaws adopted for the Corporation by the Corporation's Board of Directors; provided, however, the Corporation shall never have less than three (3) members of the Board of Directors.

9. Registered Office and Agent

The street address of the registered office of the Corporation is 1380 Royal Palm Square Boulevard, Fort Myers, Florida 33919, and the name of the initial registered agent at such address is GSK Registered Agents, Inc., a Florida corporation.

10. Bylaws

The Board of Directors shall provide such Bylaws for the conduct of the Corporation's business and for the carrying out of the Corporation's purposes as the Board of Directors may deem necessary from time to time.

11. Amendments

Amendments to the Corporation's Articles of Incorporation shall be proposed by resolution of the Board of Directors or by the officers of the Corporation and shall be approved by the Board of Directors by a majority vote of a quorum present at a meeting duly called in accordance with Bylaws adopted for the Corporation.

12. Limitations on Actions

All of the assets and earnings of the Corporation shall be used exclusively for the exempt purposes hereinabove set forth, including the payment of expenses incidental thereto. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any Members, trustees, officers, directors or any other private persons, except the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make distributions and payments in furtherance of the purposes set forth above. No substantial part of the Corporation's activity shall be for the carrying on of a program of propaganda or otherwise attempting to influence legislation, except as otherwise provided in Code Section 501(h) (or corresponding provisions of any subsequent Revenue Laws); and the Corporation shall not participate in or interfere or intervene with (including the publication or distribution of statements regarding) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of the Corporation's Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from U.S. federal income taxation under Code Section 501(c)(3) (or corresponding provisions of any subsequent Revenue Laws) or any organization, contributions to which are deductible under Code Section 170(c)(2) (or corresponding provisions of any subsequent Revenue Laws). The Corporation shall have no capital stock, pay no dividends, and distribute no part of its net income or assets to any Members, trustees, officers, directors or any other private persons, and the private property of any Members, trustees, officers, directors or any other private person shall not be liable for the debts of the Corporation.

In particular, but without limitation of the generality of the foregoing paragraph, during such time as the Corporation may be considered a private foundation as defined in Code Section 509(a) (or corresponding provisions of any subsequent Revenue Laws), it shall not: fail to distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Code Section 4942 (or corresponding provisions of any subsequent Revenue Laws); engage in any act of self-dealing as defined in

Code Section 4941(d) (or corresponding provisions of any subsequent Revenue Laws); retain any excess business holdings as defined in Code Section 4943(c) (or corresponding provisions of any subsequent Revenue Laws); make any investment in such manner as to subject it to tax under Code Section 4944 (or corresponding provisions of any subsequent Revenue Laws); or make any taxable expenditures as defined in Code Section 4945(d) (or corresponding provisions of any subsequent Revenue Laws).

13. Dissolution

Upon dissolution of the Corporation, all of its assets remaining after payment of or provision for all liabilities of the Corporation, including costs and expenses of such dissolution, shall be utilized exclusively for the exempt purposes of the Corporation or distributed to an organization described in and qualified under Code Section 501(c)(3) (or the corresponding provisions of any future Revenue Law), as shall be selected by the last Board of Directors of the Corporation. None of the assets will be distributed to any Member, trustee, officer, director or any other private person. Any such assets not so disposed of shall be disposed of by the court of common pleas of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation on behalf of the Corporation on MARCH 26, 2020.



Terrence O'Hanlon, President

Acceptance by Registered Agent

Having been named to accept service of process for the within-named Corporation, at the place designated hereinabove, the undersigned hereby accepts the designation to act in this capacity, and acknowledges it is familiar with and agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties.

GSK Registered Agent, Inc., a Florida corporation

By: 

Kevin A. Kyle, Vice President

Dated: 3/26

, 2020