

N31638

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

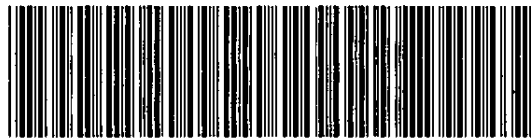
Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

789
00624
12/21

Amel
*ed

Office Use Only



100159054991

07/31/09--01008--007 **43.75

FILED
09 DEC 24 AM 9:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12/20/09

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: The Institute of Internal Auditors-Miami Chapter, Inc.

DOCUMENT NUMBER: N31638

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

Please return all correspondence concerning this matter to the following:

Frank Przestrzelski
(Name of Contact Person)

BDO Consulting
(Firm/ Company)

1111 Brickell Avenue, Suite 2801
(Address)

Miami, FL 33131
(City/ State and Zip Code)

FPrzestrzelski@bdo.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Frank Przestrzelski at (305) 978-9251
(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:

☐ \$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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 5, 2009

FRANK PRZESTRZEISKI
1111 BRICKELL AVENUE
SUITE 2801
MIAMI, FL 33131

SUBJECT: THE INSTITUTE OF INTERNAL AUDITORS-MIAMI CHAPTER,
INC.
Ref. Number: N31638

We have received your document for THE INSTITUTE OF INTERNAL AUDITORS-MIAMI CHAPTER, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must have original signatures.

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) 245-6916.

Carol Mustain
Regulatory Specialist II

Letter Number: 109A00026831

Articles of Amendment
to
Articles of Incorporation
of

The Institute of Internal Auditors-Miami Chapter, Inc.

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

N31638

(Document Number of Corporation (if known))

FILED
09 DEC 24 AM 9:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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)

1111 Brickell Avenue

Suite 2801

Miami, FL 33131

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

1111 Brickell Avenue

Suite 2801

Miami, FL 33131

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:

Frank Przestrzelski

New Registered Office Address:

1111 Brickell Avenue, Suite 2801

(Florida street address)

Miami

(City)

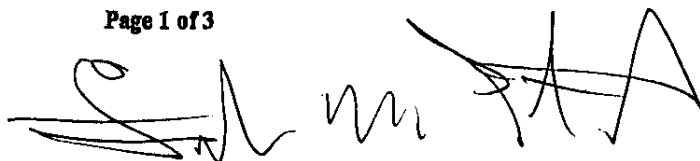
Florida 33131
(Zip Code)

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)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

Please see attached for the organization's amended Articles of Incorporation.

[illegible]

The date of each amendment(s) adoption: 6/1/2009

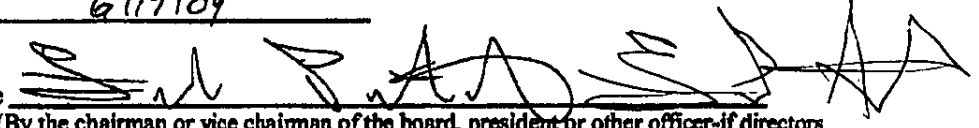
Effective date if applicable: 6/1/2009
(no more than 90 days after amendment file date)

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 6/17/09

Signature

 11/17/09
(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)

Frank Przestrzelski
(Typed or printed name of person signing)

TD
(Title of person signing)

**AMENDMENTS TO INSTITUTE OF INTERNAL AUDITORS-MIAMI CHAPTER INC. ARTICLES
OF INCORPORATION**

The purpose of this document is to amend the Articles of Incorporation of the Institute of Internal Auditors-Miami Chapter, Inc., dated March 4, 1989, as ratified by an electronic vote of the Corporation's membership and officers as of May 26, 2009. These amendments are as follows:

Article VI — Officers and Directors

The number of the Board of Directors constituting the Initial Board of Directors of the Corporation is seven, and the names and addresses of the persons who are to serve as the initial directors are:

<u>NAME</u>	<u>ADDRESS</u>
Mary A. Blake President/Director	1828 S.W. 29 Street Ft. Lauderdale, FL 33315—2762
Daniel R. Farmer 1st Vice Pres/Director	5501 S.W. 63 Court Miami, FL 33155
Susana C. Darlas 2nd Vice Pres/Director	10405 N.W. 8 Street Plantation, FL 33324
Donald R. Pack Treasurer/Director	8520 S.W. 147 Terrace Miami, FL 33158
Robert F. Mahoney Secretary/Director	757 N.W. 41 Terrace Deerfield Beach, FL 33442
Gene R. Wendt Director	7301 S.W. 140 Avenue Miami, FL 33183
Michael J. Moloney Director	9602 S.W. 57 Street Miami, FL 33173

The business and affairs of The Institute of Internal Auditors - Miami Chapter, Inc. shall be managed by a Board of Directors (herein after referred to as "the Board". The Board shall consist of a minimum of six and a maximum of seventeen (17) people, with up to eight (8) of which shall serve as the elected officers of the Corporation.

Regular meetings of the Board shall be held at such date, place and time as the President may determine, but at least on a semi—annual basis.

Special meetings of the Board may be called at any time by order of the President or by written application to the Secretary by at least three (3) members of the Board.

The majority of the members of the Board shall constitute a quorum. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board.

Action requiring Board approval between regular meetings of the Board must be approved by a majority of the total Board.

THE INSTITUTE OF INTERNAL AUDITORS - MIAMI CHAPTER, INC.
A Not-for-Profit Corporation

Any Board member may be removed by a majority vote of the total Board whenever, in its judgment, the best interests of the Corporation would be served thereby.

Any vacancy occurring on the Board caused by death, resignation or removal shall be filled by appointment by a majority of the Directors present at any regular or special Board meeting at which a quorum is present. Directors appointed to fill a vacancy shall be appointed for the unexpired term of their predecessor in office.

Article VII — Nomination and Election of Officers/Directors

The Nominating Committee will consist of three Directors not serving as elected officers ("Independent Directors"). The Nominating Committee will propose a slate of eligible Officers and Directors that will be subject to a vote and ratification by the membership.

Directors not also serving as elected officers ("Independent Directors") shall be elected to a three (3) year term beginning in the month of June. Independent Directors will have the option to continue to serve beyond this three year term with permission by a majority of the Board and subject to re-election by the membership.

Directors serving as elected officers ("Officers") shall be elected to a one (1) year term running from June through May. Officers holding the positions of President or Treasurer shall not be eligible to hold the same position for more than two (2) consecutive years, unless otherwise specified by the Board and approved by unanimous vote. Upon the termination of an Officer's role as President, he or she shall be automatically appointed to serve on the Board as an Independent Director for a three (3) year term unless so respectfully declined or rejected by a majority vote of the Board.

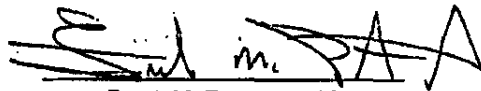
Article VIII — Committees

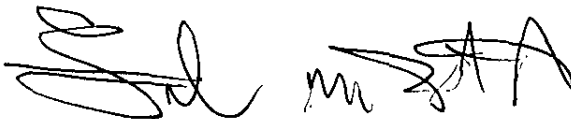
The Board shall have the authority to establish such standing or special committees as may be necessary. The President of the Corporation shall appoint the Chairperson of any such standing or special committee and report the names of all members to the Board. The President, with the consent of the Board, may remove for cause the Chairperson of any standing or special committee, may remove for cause the Chairperson of any standing or special committee.

Article IX — Annual Audit

The financial books and records of the corporation shall be audited annually by a committee of the Board of Directors or by an independent third party.

The undersigned, being the Registered Agent of this Corporation, has executed these Amendments to the Articles of Incorporation with an effective date of 6/1/2009.


Frank M. Przestrzelski



THE INSTITUTE OF INTERNAL AUDITORS - MIAMI CHAPTER, INC.
A Not-for-Profit Corporation

2009 - 2010 Amendments to Officers and Directors

No.	Title	Name	Address
1	PD	Steve Roth	1111 Brickell Avenue, Suite 2801, Miami, FL 33131
2	VD	Emmett Lange	1111 Brickell Avenue, Suite 2801, Miami, FL 33131
3	VD	Laura Klutz	1111 Brickell Avenue, Suite 2801, Miami, FL 33131
4	VD	Angela Polania	1111 Brickell Avenue, Suite 2801, Miami, FL 33131
5	SD	Noel Arahna	1111 Brickell Avenue, Suite 2801, Miami, FL 33131
6	TD	Frank Przestrzelski	1111 Brickell Avenue, Suite 2801, Miami, FL 33131
7	D	Connie Valencia	1111 Brickell Avenue, Suite 2801, Miami, FL 33131
8	D	Bruce Holberg	1111 Brickell Avenue, Suite 2801, Miami, FL 33131
9	D	Jonathan Wolfe	1111 Brickell Avenue, Suite 2801, Miami, FL 33131
10	D	Blanca Malagon	1111 Brickell Avenue, Suite 2801, Miami, FL 33131
11	D	Sanjay Deo	1111 Brickell Avenue, Suite 2801, Miami, FL 33131
12	D	Joris Jabouin	1111 Brickell Avenue, Suite 2801, Miami, FL 33131

① →

201 ALHAMBRA Circle,

STE 810

CORAL GABLES, FL 33134