

N35308

Florida Department of State
Division of Corporations
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
THE MIAMI SYMPHONY ORCHESTRA/ORQUESTA SINFONICA DE
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Amended
Restated
@ 1/18/11



January 13, 2011

FLORIDA DEPARTMENT OF STATE

Division of Corporations
THE MIAMI SYMPHONY ORCHESTRA/ORQUESTA SINFONICA DE MIAM
10689 NORTH KENDALL DRIVE
SUITE 307
MIAMI, FL 33176US

SUBJECT: THE MIAMI SYMPHONY ORCHESTRA/ORQUESTA SINFONICA DE MIAMI, INC.
REF: N35308

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

PLEASE VERIFY THAT YOU ARE CHANGING THE NAME OF THE CORPORATION. YOU DID NOT REFER TO THE NEW NAME IN ARTICLE (I) OF THE DOCUMENT.

Please entitle your document Amended and Restated Articles of Incorporation.

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.

If you have any questions concerning the filing of your document, please call (850) 245-6964.

Irene Albritton
Regulatory Specialist II

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TALLAHASSEE, FLORIDA

P.O BOX 6327 - Tallahassee, Florida 32314

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
THE MIAMI SYMPHONY ORCHESTRA/ORQUESTA SINFONICA DE MIAMI, INC.**

Pursuant to the provisions of Section 617.1006 and Section 617.1007, Florida Statutes, this Florida Not For Profit Corporation adopts the following Amended and Restated Articles of Incorporation:

The current name of the Florida Not For Profit Corporation is:

THE MIAMI SYMPHONY ORCHESTRA/ORQUESTA SINFONICA DE MIAMI, INC.

The Articles of Incorporation were filed on November 21, 1989, as amended on June 7, 1990, and assigned document number N35308.

All existing Articles are hereby deleted.
The following Articles are hereby added:

**ARTICLE I
NAME AND TERM**

The name of the corporation is The Miami Symphony Orchestra/Orquesta Sinfonica de Miami, Inc. The Orchestra shall have perpetual existence.

**ARTICLE II
PRINCIPAL ADDRESS**

The principal place of business and mailing address of the Florida Not for Profit Corporation is: 10689 North Kendall Drive, Suite 307, Miami, FL 33176.

**ARTICLE III
PURPOSE**

The Orchestra is organized exclusively for charitable and educational purposes to promote, produce, and present high quality performances of symphonic music, and to increase public understanding, appreciation, awareness, and enjoyment of the symphonic musical arts.

**ARTICLE IV
MANNER OF ELECTION OF DIRECTORS**

The manner in which the Directors are elected or appointed will be set forth in the by-laws adopted by the Orchestra.

**ARTICLE V
CORPORATION NOT FOR PROFIT**

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No part of the net earnings of the Orchestra shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the Orchestra 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 Article Three above. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Orchestra shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code; or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VI WINDING UP

Upon the dissolution of the Orchestra, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction 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.

ARTICLE VII REGISTERED AGENT AND STREET ADDRESS

The name and address of the registered agent is:

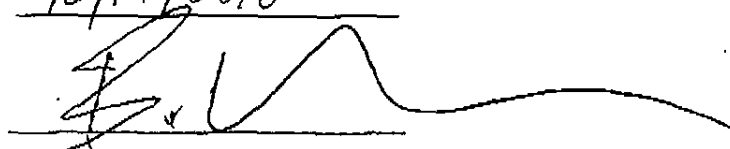
Robert Allen Law
1441 Brickell Ave, Suite 1400
Miami, FL 33131

ARTICLE VIII AMENDMENTS TO ARTICLES OF INCORPORATION

Amendments and Restatements to the Articles of Incorporation may be adopted at a meeting of the Directors of the Orchestra by a majority vote of the Directors then in office. Articles of Amendment or Restatement must be executed by the Orchestra pursuant to the requirements of Section 617.1006, and Section 617.1007, Florida Statutes, Corporations Not for Profit.

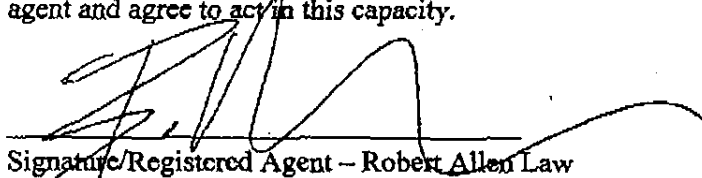
Adoption of Amended and Restated Articles of Incorporation

The Amended and Restated Articles of Incorporation were adopted by the Board of Directors on December 17, 2010. The number of votes cast for the Amended and Restated Articles was sufficient for approval.

Dated: 12/17/2010
By: 
Name: Robert Allen, Jr.
Title: VC/VP

ACCEPTANCE BY REGISTERED AGENT

Having been named 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.

 Dec. 17, 2010
Signature/Registered Agent - Robert Allen Law Date