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Division of Corporations

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EXAMINER

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

OF

MIAMI ASSOCIATION OF REALTORS, INC.
(a Florida not-for-profit corporation)

ARTICLE I

Name of Corporation

The name of this corporation is MIAMI ASSOCIATION OF REALTORS, INC. (the "Association").

ARTICLE II

Principal Office and Mailing Address

The principal office and mailing address of the Association is 700 S. Royal Poinciana Blvd., Suite 400 Miami, Florida 33166.

ARTICLE III

Purposes and Limitations

Section 3.1. Purposes. The purposes of the Association are to: (a) promote the interests of the real estate industry and real estate professionals and the standards of conduct of the National Association of Realtors; (b) make and enforce such rules, procedures and regulations as may be necessary to the accomplishment of any of the foregoing and (c) engage in such other activities in furtherance of the foregoing as determined by the board of directors from time to time.

Section 3.2. Limitations. Notwithstanding any other provisions of these articles of incorporation,

(a) The Association shall have no capital stock, and no part of its net earnings shall inure to the benefit of any director or officer of the Association, or of any private individual.

(b) No director, officer, or private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Association, or upon the winding up of its affairs. Nothing contained herein, however, shall be construed to prohibit the payment by the Association of compensation in a reasonable amount to any officer or staff, nor the payment of reasonable expenses approved by the board of directors incurred by its officers, directors, and members in furtherance of the Association's business or purposes.

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(c) The Association shall not conduct or carry on activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or any successor provision.

ARTICLE IV
Board of Directors

The management and powers of the Association shall be vested exclusively in a board of no fewer than three (3) directors. The number, qualifications, terms of office, manner of election, time and place of meeting, and powers and duties of directors shall be prescribed by the Bylaws of the Association (the "*Bylaws*").

ARTICLE V
Members

The rights, privileges, and obligations of the Members of the Association shall be as set forth in the Bylaws. Except as otherwise provided in the Bylaws, Members shall not be entitled to vote.

ARTICLE VI
Registered Agent and Office

The name and address of the Registered Agent is

Michael Kosnitzky, Esq.
100 Southeast 2nd Street, Suite 2800
Miami, Florida 33131

ARTICLE VII
Amendment of Bylaws

The authority to make, alter, amend, or repeal Bylaws is vested exclusively in the board of directors and may be exercised at any regular, annual or special meeting of the board.

ARTICLE VIII
Amendment of Articles

These articles of incorporation may only be amended by a vote of two-thirds (2/3) of all of the members of the Board of Directors.

ARTICLE IX
Dissolution and Merger

Section 9.1 Approval of Dissolution and Merger. Voluntary dissolution or merger of the Association shall require approval by a vote of two-thirds (2/3) of all of the members the Board of Directors.

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Section 9.2 Dissolution. Upon dissolution or winding up, all the Association's remaining assets shall be distributed by the board of directors for similar or identical uses and purposes, to any other organization that would then comply with the purposes and limitations set forth in Article III.

IN WITNESS WHEREOF, the undersigned officer of the Association has executed these Amended and Restated Articles of Incorporation of the Miami Association of Realtors, Inc. this 29 day of ~~September~~, 2010.

October

By: _____


Jack H. Levine, President

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Having been named as registered agent for MIAMI ASSOCIATION OF REALTORS, INC., a Florida not-for-profit corporation (the "Association"), in the foregoing Amended and Restated Articles of Incorporation, the undersigned, as Registered Agent and on behalf of the Association, hereby acknowledges that he is familiar with and agrees to accept the duties and responsibilities as registered agent for said Association and to comply with any and all Florida law relative to the complete and proper performance of the duties of the registered agent.

Dated: ~~September~~ 29, 2010

October

REGISTERED AGENT:



Michael Kosnitzky

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CERTIFICATE PURSUANT TO FLORIDA STATUTES SECTION 617.1007


of

MIAMI ASSOCIATION OF REALTORS, INC.


Pursuant to the provisions of Florida Statute Section 617.1007, the undersigned hereby certifies that:

1. The name of the corporation is the MIAMI ASSOCIATION OF REALTORS, INC., a Florida not-for-profit corporation ("*Corporation*").
2. The attached amendments to the articles of incorporation of the Corporation were duly approved by members of the Corporation entitled to vote on such amendments at a special meeting of such members held on August 10, 2010, and the number of votes cast for each amendment was sufficient for approval.

Executed by:



Jack H. Levine, Chairman of the Board



Date

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