

**AMENDED AND RESTATED ARTICLES OF
INCORPORATION OF
MIAMI LIGHTHOUSE FOR THE BLIND AND VISUALLY
IMPAIRED, INC.
(a Florida corporation, not for profit)**

The Articles of Incorporation, and Amendments thereto, of the Miami Lighthouse for the Blind and Visually Impaired, Inc., are repealed in their entirety and shall be amended and restated as set forth below, to be effective when filed with the Secretary of State, State of Florida:

ARTICLE I - NAME

The name of this Corporation is Miami Lighthouse for the Blind and Visually Impaired, Inc.

ARTICLE II - ENABLING LAW

This Corporation is organized pursuant to the "Corporations Not for Profit Act" of the State of Florida, as set forth at Chapter 617 of the Florida Statutes.

ARTICLE III-DURATION

The Corporation shall have perpetual existence.

ARTICLE IV - PRINCIPAL OFFICE

The principal place of business and mailing address of the

Corporation is: 601 SW 8th Avenue,
Miami, Florida 33130

ARTICLE V - PURPOSES AND POWERS

A. This Corporation is organized and shall be operated exclusively for charitable, educational or other tax-exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). More specifically, this Corporation is organized for the primary purpose of providing services to and advocacy on behalf of blind and visually impaired persons and it is the further mission of the Corporation to promote economic or community development in connection with its primary purpose.

B. This Corporation shall have all of the powers of a natural person, subject only to limitations imposed by these Articles, the Bylaws of the Corporation and applicable laws. Notwithstanding any such powers, or any other provision of these Articles, this Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code, or (ii) by a corporation organized under Section 170(c)(2) of the Code, or (iii) by a non-profit corporation as permitted under the Florida Not For Profit Act.

C. This Corporation shall have and exercise all rights and powers conferred on non-profit corporations under the laws of the State of Florida, or which may hereafter be conferred, in order to promote religious, charitable, scientific, educational, sports, athletic and recreational purposes.

Notwithstanding any of the above statements of purpose and powers, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this Corporation.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the tax exempt purposes set forth herein.

ARTICLE VI - MEMBERSHIP

The Corporation shall have no members.

ARTICLE VII - MANAGEMENT OF CORPORATE AFFAIRS

The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors composed of persons who shall be elected as provided

in the Bylaws. The number of Directors may be increased or decreased from time to time as the Board may determine, however, the number of Directors shall not be less than three.

ARTICLE VIII - DISSOLUTION

This Corporation shall be dissolved and its affairs concluded by two-thirds vote of the Corporation's Board of Directors. All the property and assets of this Corporation are and shall be irrevocably dedicated to charitable, educational or other tax-exempt purposes meeting the requirements for exemptions provided by Section 501(c)(3) of the Code, as amended. No part of said property shall ever inure to the benefit of any member, Director or Officer or to the benefit of any private individual or entity. Upon dissolution, winding up or abandonment of the Corporation, provision for payment of all debts and liabilities of this Corporation shall be made to the extent assets are available. If after payment of all such debts and liabilities there remains any Corporate assets, such assets shall be distributed for use in furtherance of the purposes of the Corporation as set forth or then such assets shall be distributed to an organization being operated for charitable purposes which are similar to the purposes of the Corporation, provided that such organization is qualified

as an exempt organization under Section 501(c)(3). Any such assets not so disposed shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization(s), as said Court shall determine.

**ARTICLE IX- REGISTERED OFFICE AND
AGENT**

The registered office of the Corporation shall be 601 S.W. 8th Avenue, Miami, Florida, 33130. The registered agent of this Corporation upon the effective date of these Amended and Restated Articles of Incorporation shall be Roxann Mayros, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

The name and street address of the person signing these Amended and Restated Articles of Incorporation is:

D Alan Nichols,
Chairperson Miami
Lighthouse for the Blind
and Visually Impaired,
Inc.
601 S.W. 8th Avenue
Miami, Florida 33130

IN WITNESS WHEREOF, the

Board of Directors, at its duly noticed

meeting on Thursday, September 18, 2003,
at which a quorum its members was
present, unanimously approved and
authorized the execution of these
Amended and Restated Articles of
Incorporation.

By: D. Alan Nichols, Chairman
