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Chairman

Ambassador David M. Walters
President

Harry Hood Bassett, Jr.
1st Vice President

Mark Blank
2nd Vice President
Treasurer

Dr. Ricardo P.
Secretary

Life Trustees

Donald H. Altman, M.D.
Harry Hood Bassett, Jr.
Mark Blank
Luis J. Botillo
Florence Groover Frank
Abel Holtz
Albert H. Mahmud
Dr. Ricardo P.

David M. Walters

Trustees

Cesar L. Alvarez
Carlos J. Arboleya, Sr.
Neil R. Chrystal
Dante B. Escell
Judith L. George
Miles E. Gorman

Barbara Havenick
Manuel Iribar, M.D.
Alan Ojeda
Alan Potamkin
Janice Revitz, Esq.
J. David Scheiner
Byron L. Spitzer
Mark W. Tavel
Arthur E. Topp, Jr.

Judy Weiser

Ex-Officio Member
William A. (Bill) McDonald

In Memoriam
Alec P. Courtelis
Burton S. Kahn
Arthur L. Moses

737604

February 27, 1997



Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

700002103067--4
-03/04/97--01013--009
*****35.00 *****35.00

Dear Sir:

Enclosed please find an original and one copy of the Articles of Amendment to Articles of Incorporation for Variety Children's Hospital Foundation, Inc., together with a check in the amount of \$35.

Kindly return a date-stamped copy to this office in the envelope provided for your convenience.

Thank you for your kind attention to this matter.

Sincerely,

Joanne M. Bogdon-Diaz

Joanne M. Bogdon-Diaz
Assistant to the President

/jmbd
Enclosures

MIAMI CHILDREN'S
HOSPITAL
FOUNDATION

APPROVED
AND
FILED
57 MAR 17 PM 3:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Ambassador David M. Walters

737604
CM

3000 S W 62 Avenue
Miami, Florida 33155
Phone (305) 660-2889
Fax (305) 666-3078
Variety Children's
Hospital Foundation, Inc
MCMLXXVI



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 7, 1997

MIAMI CHILDREN'S HOSPITAL FOUNDATION
3000 S.W. 62 AVENUE
MIAMI, FL 33155

SUBJECT: VARIETY CHILDREN'S HOSPITAL FOUNDATION, INC.
Ref. Number: 737604

We have received your document for VARIETY CHILDREN'S HOSPITAL FOUNDATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

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 (904) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 297A00011757

SECRET
MAY 17 1997
FILED

3-11-97
C. Mustain

SECOND ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
VARIETY CHILDREN'S HOSPITAL FOUNDATION, INC.
A Corporation Not-For-Profit

The undersigned hereby amends the Articles of Incorporation and any Amendments thereto of VARIETY CHILDREN'S HOSPITAL FOUNDATION, INC., as follows:

1. Article II is hereby amended to read as follows:

Article II
PURPOSE

The corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes. The general purpose of the corporation is, and shall be, to perform and execute a public trust to encourage, aid, enrich and support, as its main and primary purpose, the health care programs and activities and health care organizations and facilities supported, controlled by or affiliated with Variety Children's Hospital and/or its Governing Board. Any health care organization or facility must, in order to be considered for support, qualify, either directly or through the parent institution, as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 as amended (or the corresponding provisions of any future United States Internal Revenue Law), or organizations, contributions to which are deductible under Section 170(c)(1) or (2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law). The corporation is, and shall be, empowered to receive by gift, grant, purchase, devise, bequest, or in any other lawful manner, any real or personal property, and to hold, use, improve, operate, manage, lease, convey, convert, invest, dispose of by gift, sale, lease or

otherwise, and transfer any or all of such real or personal property, and to use the same in any lawful manner for the furtherance of its purposes herein stated, and to do and perform generally all acts reasonably incident to the corporate purposes and objectives.

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, 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 purposes set forth in this Article. 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 any candidate for public office. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 as amended (or corresponding provision of any future United States Internal Revenue Law).

2. Article V is amended to read as follows:

ARTICLE V

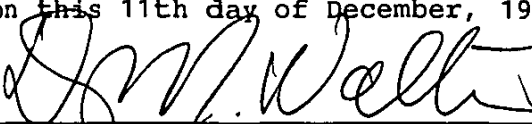
TERM

The corporation shall exist perpetually unless dissolved according to law. In the event of dissolution or loss by Variety Children's Hospital of exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954 as amended (or the corresponding provision of any future United States Internal Revenue Law), the corporation shall undertake to support selected alternate charities qualified under Section 501(c)(3) that support causes for the health and well-being of children.

The foregoing amendments were approved and accepted by unanimous vote of the Board of Trustees at a meeting on December 11, 1996.

3. All other Articles contained in the original Articles of Incorporation and any Amendment thereto shall remain unchanged.

IN WITNESS WHEREOF, the undersigned, being the President and the attesting Secretary, have hereunder set their hands and the seal of this corporation on this 11th day of December, 1996.


David M. Walters, President

Attest:


Ann E. Lyons, Assistant Secretary

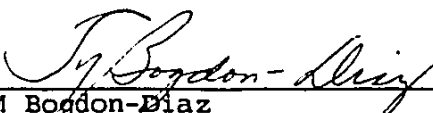
STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared DAVID M. WALTERS, President of Variety Children's Hospital Foundation, Inc., who, being personally known to me, executed the foregoing Articles of Amendment to the Articles of Incorporation, freely and voluntarily, as his act and deed.

DATED this 11 day of December, 1996 at Miami, Dade County, Florida.



J M BOGDON-DIAZ
My Commission CC559485
Expires Jun. 05, 2000


JM Bogdon-Diaz
Notary Public, State of Florida
Commission No. CC559465
Commission expires: 6/5/2000