

F96000006883

Document Number Only

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

The Prince of Wales's Foundation for Architecture, Inc.
changing to
The Prince of Wales Foundation, Inc.

- | | | |
|--|---|---|
| ☐ Profit | ☒ Amendment | ☐ Merger |
| ☐ NonProfit | ☐ Dissolution/Withdrawal | ☐ Mark |
| ☐ Limited Liability Co. | ☐ Annual Report | ☐ Other |
| ☐ Foreign | ☐ Reservation | ☐ Change of R.A. |
| ☐ Limited Partnership | ☐ Photo Copies | ☐ Fictitious Name Filing |
| ☐ Reinstatement | ☐ CUS | |
| ☐ Certified Copy | | |
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Name Availability
Document Examiner
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Verifier
Acknowledgment
W.P. Verifier

4-7-98

N.C.
4-8-98
cc

File Secured

{File in back of back page}

FILED
98 APR -8 PM 4:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

100002482211--5
-04/08/98--01012--006
*****35.00 *****35.00

**APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION TO FILE
AMENDMENT TO APPLICATION FOR CONDUCTING AFFAIRS IN FLORIDA**
(Pursuant to s. 617.1504, F.S.)

FILED
98 APR -8 PM 4:14
SECRETARY OF
TALLAHASSEE,
FLORIDA

1. The Prince of Wales's Foundation for Architecture, INC.
Name of corporation as it appears on the records of the Department of State.
2. IL 3. December 30, 1996
Incorporated under laws of Date authorized to conduct affairs in Florida

(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? **September 22, 1997**

5. The Prince of Wales Foundation, Inc.
Name of corporation after the amendment, adding suffix "Corporation" or "incorporated", or appropriate abbreviation, if not contained in new name of the corporation.

6. If the amendment changes the period of duration, indicate new period of duration and the date the change was effected. N/A

New Duration

Date _____

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction and the date the change was effected. N/A

New Jurisdiction

Date _____

8. If the purpose which the corporation intends to pursue in Florida has changed indicate new purpose.
See Attachment

The corporation is authorized to pursue such purpose in the jurisdiction of its incorporation.

Signature _____

Robert M. Higdon

Typed or printed name

January 6, 1997

Date _____

Managing Director

Title

ATTACHMENT

**APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION TO FILE
AMENDMENT TO APPLICATION FOR CONDUCTING AFFAIRS IN FLORIDA
THE PRINCE OF WALES'S FOUNDATION FOR ARCHITECTURE
CORPORATE FILE NO. F9600006883**

8. The purposes for which the corporation is organized are:

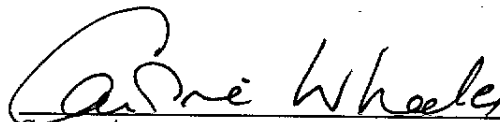
To promote, finance, and advance projects involving health care, disadvantaged young people, and educational initiatives, including, without limitation, projects in the areas of urban renewal and environmental protection within the United States and throughout the world; provided that the Corporation is organized, and will at all times operate, exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal income tax laws.

SECRETARY'S CERTIFICATE

The undersigned, being the duly elected and qualified Secretary of The Prince of Wales Foundation, an Illinois not-for-profit corporation ("Corporation"), and as such officer, having access to the minute book and corporate records of the Corporation, hereby certifies that the following resolutions were adopted by the Board of Directors of the Corporation on September 22, 1997 and said resolutions have not since been amended and remain in full force and effect as of this date:

RESOLVED, that the Corporation adopt the corporate name "The Prince of Wales Foundation, Inc." for use in transacting business in the State of Florida and the District of Columbia, and the officers are authorized and directed to sign and deliver any documents and take any action necessary to carry out the intent of this resolution.

IN WITNESS WHEREOF, I have executed this Certificate as of this 16th day of February, 1998.

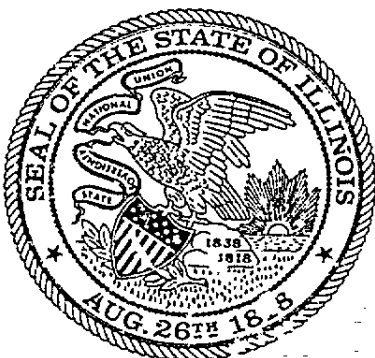

Secretary

State of Illinois
Office of
The Secretary of State

Whereas, ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF THE PRINCE OF WALES'S FOUNDATION FOR ARCHITECTURE INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE GENERAL NOT FOR PROFIT CORPORATION ACT OF ILLINOIS, IN FORCE JANUARY 1, A.D. 1987.

Now Therefore, I, George H. Ryan, Secretary of State of the State of Illinois, in virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 14TH day of OCTOBER A.D. 19 97 and of the Independence of the United States the two hundred and 22ND



George H. Ryan

Secretary of State

NFP-110.30
(Rev. Jan. 1995)

Submit in Duplicate
Remit payment in Check or Money
Order, payable to "Secretary of
State."

DO NOT SEND CASH!

GEORGE H. RYAN
Secretary of State
State of Illinois

ARTICLES OF AMENDMENT
under the
GENERAL NOT FOR PROFIT
CORPORATION ACT

File # N5644-028-3

This Space For Use By
Secretary of State
Date 10-14-97

Filing Fee 25.00

Approved ML

PAID

OCT 15 1997

Pursuant to the provisions of "The General Not For Profit Corporation Act of 1986," the undersigned corporation hereby adopts these Articles of Amendment to its Articles of Incorporation.

ARTICLE ONE The name of the corporation is The Prince of Wales's Foundation
for Architecture (Note 1)

ARTICLE TWO The following amendment to the Articles of Incorporation was adopted on Sept. 22
19⁹⁷ in the manner indicated below ("X" one box only.)

☒ By the affirmative vote of a majority of the directors in office, at a meeting of the board of directors, in accordance with Section 110.15. (Note 2)

☐ By written consent, signed by all the directors in office, in compliance with Sections 110.15 and 108.45 of this Act. (Note 3)

☐ By the members at a meeting of members entitled to vote by the affirmative vote of the members having not less than the minimum number of votes necessary to adopt such amendment, as provided by this Act, the articles of incorporation or the bylaws, in accordance with Section 110.20. (Note 4)

☐ By written consent signed by members entitled to vote having not less than the minimum number of votes necessary to adopt such amendment, as provided by this Act, the articles of incorporation, or the bylaws, in compliance with Sections 107.10 and 110.20 of this Act. (Note 5)

(INSERT RESOLUTION)

See Attachment

EXPEDITED

OCT 11 1997

SECRETARY OF STATE

(If space is insufficient, attach additional pages size 8 1/2 x 11)

The undersigned corporation has caused these articles to be signed by its duly authorized officers, each of whom affirm, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated September 26, 19 97
attested by Caroline Wheeler
(Signature of Secretary or Assistant Secretary)
Caroline Wheeler, Secretary
(Type or Print Name and Title)

The Prince of Wales's Foundation for
Architecture
(Exact Name of Corporation)
by Geoffrey J. Kent
(Signature of President or Vice President)
Geoffrey J. Kent, President
(Type or Print Name and Title)

NOTES AND INSTRUCTIONS

NOTE 1: State the true exact corporate name as it appears on the records of the Office of the Secretary of State, **BEFORE** any amendments herein reported.

NOTE 2: Directors may adopt amendments without member approval only when the corporation has no members, or no members entitled to vote.

NOTE 3: Director approval may be (1) by vote at a director's meeting (either annual or special) or (2) consent, in writing, without a meeting.

NOTE 4: All amendments not adopted under Sec. 110.15 require (1) that the board of directors adopt a resolution setting forth the proposed amendment and (2) that the members approve the amendment.

Member approval may be (1) by vote at a members meeting (either annual or special) or (2) by consent, in writing, without a meeting.

To be adopted, the amendment must receive the affirmative vote or consent of the holders of at least 2/3 of the outstanding members entitled to vote on the amendment, (but if class voting applies, then also at least a 2/3 vote within each class is required).

The articles of incorporation may supersede the 2/3 vote requirement by specifying any smaller or larger vote requirement not less than a majority of the outstanding votes of such members entitled to vote and not less than a majority within each when class voting applies. (Sec. 110.20)

NOTE 5: When a member approval is by written consent, all members must be given notice of the proposed amendment at least 5 days before the consent is signed. If the amendment is adopted, members who have not signed the consent must be promptly notified of the passage of the amendment. (Sec. 107.10 & 110.20)

FORM NFP-110.30

File No.

ARTICLES OF AMENDMENT
under the
GENERAL NOT FOR PROFIT
CORPORATION ACT

Filing Fee \$25

Filing Fee for Re-Stat'd Articles \$100

FILED

OCT 14 1997

GEORGE H. RYAN
SECRETARY OF STATE

RETURN TO:

Department of Business Services
Secretary of State
Springfield, Illinois 62756
Telephone (217) 782-1832

C-130.7

ATTACHMENT

ARTICLES OF AMENDMENT

THE PRINCE OF WALES'S FOUNDATION FOR ARCHITECTURE
CORPORATE FILE NO. N5644-028-3

RESOLVED, that Articles 1 and 4 of the Articles of Incorporation are amended to read as follows:

Article 1. The name of the corporation is:

THE PRINCE OF WALES FOUNDATION

Article 4. The purposes for which the corporation is organized are:

To promote, finance, and advance projects involving health care, disadvantaged young people, and educational initiatives, including, without limitation, projects in the areas of urban renewal and environmental protection within the United States and throughout the world; provided that the Corporation is organized, and will at all times operate, exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal income tax laws (the "Code").



STATE OF ILLINOIS

Office of the Secretary of State

I hereby certify that this is a true and correct copy, consisting of four pages, as taken from the original on file in this office.

George H. Ryan

GEORGE H. RYAN
SECRETARY OF STATE

DATED: January 20, 1998

BY: Michelle Chaves

EXPEDITED
SECRETARY OF STATE

JAN 20 1998

EXP. FEES 25.00
COPY - CERT. 10.00