

F960000006883

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

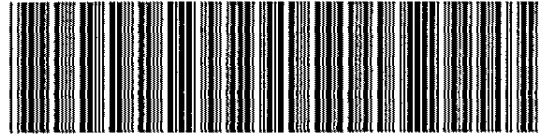
(Business Entity Name)

(Document Number)

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500041716465

Amend

10/12/04--01017--015 **43.75

FILED
04 NOV -2 PM 5:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*AOR
11/2/04*

**00789, 00641, 00671*

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: The Prince of Wales Foundation
(Name of corporation)

DOCUMENT NUMBER: F96000006883

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Maureen A. Drews
(Name of person)

Holland & Knight LLP
(Name of firm/company)

131 S. Dearborn St., 30th Floor
(Address)

Chicago, IL 60603
(City/state and zip code)

For further information concerning this matter, please call:

Maureen A. Drews at (312) 263-3600
(Name of person) (Area code & daytime telephone number)

Enclosed is a check for the following amount:

- | | | | |
|---|--|--|---|
| ☐ \$35.00 Filing Fee | ☐ \$43.75 Filing Fee &
Certificate of Status | ☒ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | ☐ \$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed) |
|---|--|--|---|

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

October 20, 2004

Maureen A. Drews
Holland & Knight LLP
131 S. Dearborn St., 30th Floor
Chicago, FL 60603

SUBJECT: THE PRINCE OF WALES FOUNDATION, INC.
Ref. Number: F96000006883

We have received your document for THE PRINCE OF WALES FOUNDATION, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

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 (850) 245-6907.

Annette Ramsey
Document Specialist

Letter Number: 304A00060300

Holland+Knight

Tel 312 263 3600
Fax 312 578 6666

Holland & Knight LLP
131 South Dearborn Street, 30th Floor
Chicago, IL 60603
www.hklaw.com

Maureen A. Drews
Senior Paralegal
312/715-5737
maureen.drews@hklaw.com

October 28, 2004

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314
Attn: Annette Ramsey

Re: The Prince of Wales Foundation
Letter No. 304A00060300

Dear Ms. Ramsey:

Enclosed please find the Application for Amendment to Foreign Not for Profit Corporation for The Prince of Wales Foundation, which we are resubmitting for filing along with a certified copy of the Articles of Amendment from Illinois. Also enclosed is a copy of your rejection letter dated October 20, 2004.

Please advise us if you have any questions or comments. Thank you for your attention to this matter.

Sincerely yours,

HOLLAND & KNIGHT LLP



Maureen A. Drews, Senior Paralegal

/dk

Enclosures

cc: Thomas J. Kinasz

FILED
04 NOV -2 PM 5:01
TALLAHASSEE, FLORIDA

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

**SECTION I
(1-3 MUST BE COMPLETED)**

F96000006883

(Document Number of Corporation (If known))

1. The Prince of Wales Foundation

(Name of corporation as it appears on the records of the Department of State)

2. Illinois

(Incorporated under laws of)

3. December 30, 1996

(Date authorized to conduct affairs in Florida)

SECTION II

(4-8 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? N/A

5. N/A

(Name of corporation after the amendment, adding suffix "corporation," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation. "Company," or "Co.," may not be used as a corporate suffix by a nonprofit 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

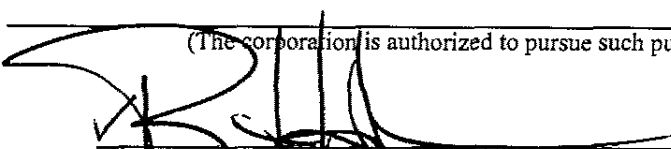
(New jurisdiction)

(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 of the chairman or vice chairman of the board, president, or other officer - if in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

Robert Higdon

(Typed or printed name of the person signing)

August 26, 2004

(Date)

Executive Director

(Title of person signing)

ATTACHMENT
NOT FOR PROFIT CORPORATION
APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION TO FILE
AMENDMENT TO APPLICATION FOR CONDUCTING AFFAIRS IN FLORIDA
THE PRINCE OF WALES FOUNDATION

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

To promote, finance, and advance projects, within the United States and throughout the world, involving health care, disadvantaged young people, educational initiatives, arts and cultural programs, and urban and rural renewal, including, without limitation, projects in the areas of community development, historic preservation, and environmental protection; 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").

2177016_v1

FORM NFP 110.30 (rev. Dec. 2003)
ARTICLES OF AMENDMENT
General Not For Profit Corporation Act

Jesse White, Secretary of State
Department of Business Services
Springfield, IL 62758
Telephone (217) 782-1832
<http://www.cyberdriveillinois.com>

Remit payment in the form of a
check or money order payable
to the Secretary of State.

FILED:09/30/04
JESSE WHITE
SECRETARY OF STATE

File # 56440283 Filing Fee: \$25.00 Approved: KAK
Submit in duplicate Type or Print clearly in black ink Do not write above this line

1. Corporate name (Note 1): The Prince of Wales Foundation

2. Manner of adoption of amendment:

The following amendment of Articles of Incorporation was adopted on Aug. 30 2004 in the manner
(Month, Day & Year)

- ☐ By 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 (Note 3)
- ☐ By 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. (Note 5)

3. Text of amendment

(a.) When an amendment effects a name change, insert the new corporate name below. Use 3 (b) below for all other amendments. *Article 1: The name of the corporation is:

(New Name)

(b) All amendments other than name change.

(If amendment affects the corporate purpose, the amended purpose is required to be set forth in its entirety.) If there is not sufficient space to add the full text of the amendment, add one or more sheets of this size.

(COMPLETE ITEM 4 OR, IF APPLICABLE, ITEM 5.) ALL SIGNATURES MUST BE IN BLACK INK.

See Attachment

ATTACHMENT
ARTICLES OF AMENDMENT
THE PRINCE OF WALES FOUNDATION

3. Text of Amendment:

NOW THEREFORE, BE IT RESOLVED, that Article 4 of the Articles of Incorporation of the Foundation is amended to read as follows:

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

To promote, finance, and advance projects, within the United States and throughout the world, involving health care, disadvantaged young people, educational initiatives, arts and cultural programs, and urban and rural renewal, including, without limitation, projects in the areas of community development, historic preservation, and environmental protection; 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").

#2177016_v1

4. The undersigned corporation has caused these articles to be signed by duly authorized officer, who affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated

August 26 2004
(Month & Day) (Year)

The Prince of Wales Foundation

(Exact Name of Corporation)

Robert Higdon
(Any Authorized Officer's Signature)
(Print Name and Title)
Executive Director

5. If there are no duly authorized officers, then the persons designated under Section 101.10(b)(2) must sign below and print name and title.

The undersigned affirms, under penalties of perjury, that the facts stated herein are true.

Dated _____ (Month, Day & Year)

Signature

Print Name and Title

NOTES

- Note 1:** State the true and exact corporate name as it appears on the records of the Secretary of State, BEFORE any amendment herein reported.
- Note 2:** Directors may adopt amendments without member approval only when the corporation has no members, or no members entitled to vote pursuant to §110.15
- Note 3:** Director approval may be (1) by vote at a director's meeting (either annual or special) or (2) by 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 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)

STATE OF ILLINOIS

OFFICE OF THE SECRETARY OF STATE

I hereby certify that this is a true and correct copy,
consisting of 3 pages, as taken from the
original on file in this office.



Jesse White
JESSE WHITE
SECRETARY OF STATE

DATE: 10.27.04

BY: *[Signature]*

EXPEDITED
SECRETARY OF STATE

OCT 27 2004

EXP. FEES 25.-

COPY FEES 10.-