

N67000009525

Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 617-6380

From: Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5368

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: hrosenberg@mayerbrown.com

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
UC-CANF, INC.**

Certificate of Status	0
Certified Copy	0
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Estimated Charge	\$35.00

RECEIVED
2009 DEC 28 AM 8:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED
2009 DEC 28 AM 9:18
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Handwritten signature and date: 12/29/09

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: UC-CANF, INC.

DOCUMENT NUMBER: N07000009525

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Howard Rosenberg
(Name of Contact Person)

Mayer Brown LLP
(Firm/ Company)

71 South Wacker Drive
(Address)

Chicago, IL 60606
(City/ State and Zip Code)

hrosenberg@mayerbrown.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Howard Rosenberg at (312) 701-7050
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
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|---|--|---|--|

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

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

FILED

2009 DEC 28 AM 9:18

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Articles of Amendment
to
Articles of Incorporation
of

UC-CANF, INC.

(Name of Corporation as currently filed with the Florida Dept. of State)

N07000009525

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:
(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:
(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent: _____

New Registered Office Address: _____
(Florida street address)

(City) Florida
(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:
(Attach additional sheets, if necessary)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
<u>Director</u>	<u>Andres C. Vidal</u>	<u>130 E. Randolph Drive</u> <u>Suite 3500</u> <u>Chicago, IL 60601</u>	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
<u>Director</u>	<u>Jose L. Vidal</u>	<u>9 Island Trail</u> <u>Sparta, NJ 07871</u>	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add <input type="checkbox"/> Remove
_____	_____	_____	
_____	_____	_____	

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

Article III is hereby amended in its entirety as set forth on Exhibit A attached hereto and made a part hereof.

A new Article VIII is added as set forth on Exhibit B attached hereto and made a part hereof.

The date of each amendment(s) adoption: December 18, 2009
(date of adoption is required)

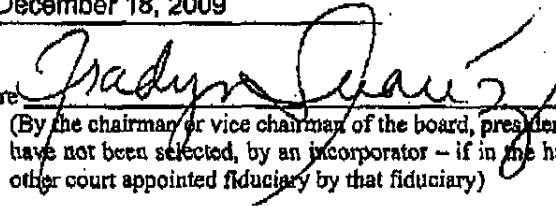
Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated December 18, 2009

Signature



(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Fradyn Suarez

(Typed or printed name of person signing)

Secretary

(Title of person signing)

Exhibit A

Article III. UC-CANF, INC. (the "Corporation") is organized and operated exclusively for charitable, scientific and educational purposes (collectively, "Charitable Purposes") within the meaning of Sections 170(c)(2)(B) and 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including, but not limited to, the making of distributions for Charitable Purposes. Within the scope of such purpose and meaning, the Corporation may:

- (a) Make contributions to any organization described in Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code;
- (b) Expend its funds directly to accomplish one or more purposes described in Sections 170(c)(1) and 170(c)(2)(B) of the Code;
- (c) Receive by way of gift, devise, bequest, or otherwise, money or other property without limitation as to amount or value and hold, sell, exchange or otherwise dispose of the same; to invest and reinvest both principal and income, or both, in such manner as the Board of Directors may deem wise and without limitation to those securities which by law are or may be authorized as trust investments; and to apply and distribute the income, and, except to the extent limited by any specific gift, devise or bequest of property or funds, the principal, in such manner as the board of directors may deem best for the promotion of any or all of its corporate purposes; and
- (d) Engage in any and all lawful activities necessary for, or incidental to, the foregoing purposes.

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 purposes set forth in these Articles of Incorporation. 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 or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.

If the Corporation is determined by the Internal Revenue Service to be a private foundation, then the following additional provisions will apply:

- (a) The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Code.

- (b) The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Code.
- (c) The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Code.
- (d) The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Code.
- (e) The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Code.

Exhibit B

Article VIII. Upon the dissolution of the Corporation, the Board of Directors of the Corporation shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation in furtherance of the charitable, educational, and scientific purposes of the Corporation, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.