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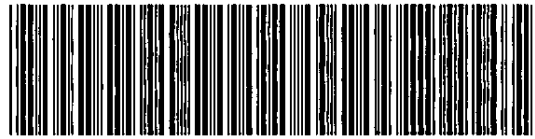
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TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: THE HAPPY CAMPER FOUNDATION, INC.

DOCUMENT NUMBER: N08000007121

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

Please return all correspondence concerning this matter to the following:

GREGORY R. COHEN, ESQUIRE

(Name of Contact Person)

COHEN, NORRIS, SCHERER, WEINBERGER & WOLMER

(Firm/ Company)

712 US HIGHWAY ONE, SUITE 400

(Address)

NORTH PALM BEACH, FLORIDA 33408

(City/ State and Zip Code)

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

GREGORY R. COHEN, ESQUIRE

(Name of Contact Person)

at (561) 844-3600

(Area Code & Daytime Telephone Number)

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

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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

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
THE HAPPY CAMPER FOUNDATION, INC. ("Corporation")
(Document No. N08000007121)
Effective July 29, 2008**

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Pursuant to the provisions of Section 617.1006, Florida Statutes, this Florida Not For Profit Corporation adopts the following amendment to its Articles of Incorporation:

1. **AMENDMENTS ADOPTED – ARTICLE V, DIRECTORS** – the following is added as Paragraph D:

D. **First Board of Directors.** Regardless of the number of Board of Directors, all decisions of the Corporation must be approved by a majority of the First Board of Directors (Karen E. Cohen, Randi P. Cohen and Denise A. Caruso). The First Board of Directors are KAREN E. COHEN, RANDI P. COHEN and DENISE A. CARUSO. Any decisions made by a majority of the First Board of Directors (only) will be controlling and binding on the Corporation (e.g. without limitation, a majority of the First Board of Directors shall have the right to approve all other Directors, remove all other Directors, and approve and remove all officers).

2. **AMENDMENTS ADOPTED – ARTICLE VI, OFFICERS, Paragraph B** is amended to read as follows:

B. **Election and Appointment of Officers:** The Officers of the Corporation, in accordance with any applicable provisions of the By-Laws, shall serve for one (1) year or until qualified successors are duly elected and have taken office. The By-Laws may provide for the method of voting in the Officer's election, for the removal from office of Officers, for filling vacancies, and for the duties of the Officers. If any office shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy under the procedure set forth in the By-Laws. The same person may hold two or more offices.

The initial officers are KAREN E. COHEN, _____*, RANDI P. COHEN, _____* and DENISE A. CARUSO, _____*.
* (See Bylaws for official capacity)

3. **AMENDMENTS ADOPTED – ARTICLE VIII, AMENDMENTS** is amended to read as follows:

Any amendment to these Articles of Incorporation shall require the affirmative vote of two-thirds (2/3) of all the votes of the entire Membership and a majority of the First Board of Directors; provided, however, that" (a) no amendment shall make any change in the qualifications for Membership or the voting rights of the Members without the written approval or affirmative vote of all Members of the Corporation; and (b) that these Articles shall not be amended in any manner which conflict with the terms, covenants and provisions contained in the purposes and powers set forth in Article II.


4. All remaining provisions of the original Articles of Incorporation shall remain unchanged.

5. The foregoing amendments were adopted by the Board of Directors on July 29, 2008 and the number of votes cast for the amendments were sufficient for approval.

Effective July 29, 2008.



KAREN E. COHEN, Director



RAND P. COHEN, Director



DENISE A. CARUSO, Director