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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
LERA AUERBACH ART FOUNDATION, INC.**

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
LERA AUERBACH ART FOUNDATION, INC.

Pursuant to the provisions of section 617.1006, Florida Statutes, the Articles of Incorporation of Lera Auerbach Art Foundation, Inc., a Florida not for profit corporation (the "Corporation"), formed on April 24, 2015, and assigned document number N15000004189, are hereby amended by:

- A. Striking Article 5 in its entirety and replacing in its stead the following:

Article 5 - Board of Directors

The affairs of the Corporation shall be managed by a board of directors, as determined pursuant to the provisions of the Bylaws of the Corporation. The method of election of the directors of the Corporation shall be as stated in the Bylaws of the Corporation.

The names and addresses of the persons who are to serve as the initial directors of the Corporation are as follows:

Rafael DeStella
1066 Conover Street
Port Charlotte, FL 33952

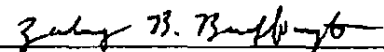
Anton Gopka
1066 Conover Street
Port Charlotte, FL 33952

Ina Schnell
1066 Conover Street
Port Charlotte, FL 33952

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STATE
ALLIANCE
SECRETARY

There are no members entitled to vote on this amendment. This amendment was approved and adopted by written consent of the Board of Directors.

IN WITNESS WHEREOF, the Secretary of the Corporation has executed these Articles of Amendment, effective as of June 22, 2015.


Zachary B. Buffington
Authorized Representative