

N49210

Greenberg
Requestor's Name

Michelle 4258526
City/State/Zip Phone #

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- Josephine S. Weiser Foundation Inc
(Corporation Name) (Document #)
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AMENDMENTS	
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<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
JOSEPHINE S. LEISER FOUNDATION, INC.

Pursuant to the provisions of Section 617.1002 of the Florida Not-for-Profit Corporation Act (the "Act"), the undersigned Josephine S. Leiser Foundation, Inc., a Florida not-for-profit corporation (the "Corporation"), hereby adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of this Corporation is JOSEPHINE S. LEISER FOUNDATION, INC.. The principal office address is: c/o Howard Schwartz, 2101 Corporate Blvd., N.W., Suite 204, Boca Raton, Florida 33431.

2. Article VII of the Corporation's Articles of Incorporation is hereby deleted in its entirety and the following is substituted in lieu thereof:

ARTICLE VII
BOARD OF TRUSTEES

The affairs of the Corporation shall be managed by a Board of Trustees. The number of members of the Board of Trustees shall be fixed as provided in the Bylaws, but in no event shall be less than three (3). During the lifetime of Josephine S. Leiser ("Leiser"), if she is not Unable to Act (as defined herein), she shall solely have the right to elect, remove and replace members of the Board of Trustees. The transfer of this right to any other Trustee/Officer is at the sole discretion of Leiser.

"Unable to Act" shall mean that Leiser is not able to satisfactorily perform her duties as certified by a unanimous vote (decision) of a committee composed of the successor co-trustees under the JOSEPHINE S. LEISER REVOCABLE LIVING TRUST dated April 16, 1996, as amended, and a unanimous vote (decision) of three (3) medically certified physicians licensed to practice medicine in Leiser's state of residence (said committee to include Leiser's personal physician).

3. A new Article XIV is hereby added to the Corporation's Articles of Incorporation reading as follows:

ARTICLE XIV
OFFICERS

The affairs of the Corporation shall be managed by the President, Vice-President, Secretary and Treasurer. During the lifetime of Leiser, if she is not Unable to Act (as defined in Article VII), she shall solely have the right to appoint or remove any individual as an officer of the Corporation.

If Leiser is Unable to Act, or on her death, the officers shall be appointed or removed as provided in the Bylaws.

4. A new Article XV is hereby added to the Corporation's Articles of Incorporation reading as follows:

ARTICLE XV
AMENDMENT

The Articles of Incorporation shall only be amended as follows:

During the lifetime of Leiser, if she is not Unable to Act (as defined in Article VII), she shall solely have the right to amend the Articles of Incorporation of the Corporation.

If Leiser is Unable to Act, or on her death, the Articles of Incorporation may be altered, amended or repealed only by a unanimous vote of the Board of Trustees of the Corporation.

5. A unanimous vote of 100% of all members of the Board of Trustees, even if the object of the election is a member(s), is required for the following: 1. election of any and all members of the Board of Trustees, 2. election of the President, Vice-President, Secretary and Treasurer, 3. any and all amendments to the Articles of Incorporation and 4. any and all amendments to the By-laws to the Corporation. In order to facilitate the continuous operation of the Foundation, all other decisions associated with the Board of Trustees will require a quorum and simple majority vote.

6. All other provisions of the Corporation's Articles of Incorporation shall remain in full force and effect.

7. As the Corporation has no members, these Articles of Amendment to the Corporation's Articles of Incorporation were adopted by a majority written consent of all of the members of the Board of Trustees on April 30, 1997, pursuant to Sections 617.1002(1)(b) and 617.1006 of the Act. The number of votes cast was sufficient for the approval of the Articles of Amendment.

IN WITNESS WHEREOF, the undersigned officers of the Corporation have executed these Articles of Amendment, this 30th day of April, 1997.

JOSEPHINE S. LEISER
FOUNDATION, INC., a Florida
not-for-profit corporation

By: Josephine S. Leiser
Josephine S. Leiser, President

By: Joan Beard Schumacher
Joan Beard Schumacher, Secretary

STATE OF FLORIDA)
) SS# _____
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 30th day of April 1997, by Josephine S. Leiser, in her capacity as the President of Josephine S. Leiser Foundation, Inc., a Florida not-for-profit corporation. The aforesaid Josephine S. Leiser is personally known to me or has produced _____ as identification and did not take an oath.

[NOTARIAL SEAL]

Notary: Howard Schwartz
Print Name: _____
Notary Public, State of _____
My commission expires: _____
Notary Public, State of Florida
Commission No. CC 302978
My Commission Expires 7/13/97
Bonded Through Fla. Notary Service & Bonding Co.

STATE OF FLORIDA)
) SS# _____
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 30th day of April 1997, by Joan Beard Schumacher, in her capacity as the Secretary of Josephine S. Leiser Foundation, Inc., a Florida not-for-profit corporation. The aforesaid Joan Beard Schumacher is personally known to me or has produced _____ as identification and did not take an oath.

[NOTARIAL SEAL]

Notary: Howard Schwartz
Print Name: _____
My Commission Expire: _____
Notary Public, State of Florida
Commission No. CC 302978
My Commission Expires 7/13/97
Bonded Through Fla. Notary Service & Bonding Co.