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COPILEVITZ & CANTER, LLC

310 W. 20TH STREET SUITE 300 KANSAS CITY, MISSOURI 64108 (816) 472-9000 • FAX (816) 472-5000

June 13, 2007

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

Re: March of Dimes Birth Defects Foundation, Inc.

Dear Sir or Madam:

Enclosed please find the Not For Profit Corporation Application by Foreign Not For Profit Corporations to File Amendment to Application for Conducting Affairs in Florida, the required filing fee of \$35.00 and the required certified copy of the Certificate of Amendment of the Certificate of Incorporation of March of Dimes Birth Defects Foundation from the domestic state of New York evidencing the name change to March of Dimes Foundation.

Please return evidence of filing in the self-addressed, postage-paid envelope at your earliest convenience.

I thank you in advance for your assistance regarding this matter. Please do not hesitate to contact me should you have any questions.

Very truly yours,

Diane item

Diane Stine Paralegal For the Firm

Enclosures

dstine@cckc-law.com

COVER LETTER

Division of Corporations	
SUBJECT: March of Dimes Birth Defe	ects Foundation Corporation)
DOCUMENT NUMBER: 805189	Corporation
The enclosed Amendment and fee are submitt	ted for filing.
Please return all correspondence concerning t	his matter to the following:
Greg B. Lam (Name of Contact Person)	
Copilevitz & Canter, LLC (Firm/Company)	
423 W. Eighth Street, Suite 40 (Address)	00
Kansas City, MO 64105 (City/State and Zip Code)	
For further information concerning this matte	r, please call:
Greg B. Lam (Name of Contact Person)	at (816) 472-9000 (Area Code & Daytime Telephone Number)
Enclosed is a check for the following amount	:
\$35.00 Filing Fee S43.75 Filing Fee & Certificate of Status	\$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) \$52.50 Filing Fee, Certified et Gopy (Additional copy is enclosed)
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

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 1 (1-3 MUST BE COMPLETED)

	805189 <u>a.</u> , g.	1				
(Document Number of Corporation (If known)						
New York [Incorporated under laws of] SECTION II Note						
(Name of corpor	ation as it appears on the records of the Department of State)					
2. New York	3. April 3, 1940 (Date authorized to conduct affairs in Floridaty of	差				
(Incorporated under laws of)	(Date authorized to conduct affairs in Florida) o	<u></u>				
	SECTION II	0				
(4-8 co	MPLETE ONLY THE APPLICABLE CHANGES)					
4. If the amendment changes the nam	ne of the corporation, when was the change effected under the laws	of its				
jurisdiction of incorporation?						
5. March of Dimes Foundation (Name of composition after the amendment)	adding suffix "corporation " or "incorporated " or appropriate appreciation					
if not contained in new name of the corpora corporation)	adding suffix "corporation," or "incorporated," or appropriate abbreviation, ation. "Company," or "Co.," may not be used as a corporate suffix by a nonprofit	•				
6. If the amendment changes the period effected.	d of duration, indicate new period of duration and the date the change w	vas				
N/A	N/A					
(New duration)	(Date)					
7. If the amendment changes the juris was effected.	sdiction of incorporation, indicate new jurisdiction and the date the cl	hange				
N/A	N/A					
(New jurisdiction)	(Date)					
8. If the purpose which the corporation	intends to pursue in Florida has changed, indicate new purpose.					
None						
(I ne corporation is authorize	zed to pursue such purpose in the jurisdiction of its incorporation)					
dia Belia	L D					
(Signature of the chairman or vice of	haltman of the board					
president, or other officer - if in the or other court-appointed fiduciary, b	hands of a receiver, trustee, y that fiduciary)					
Lisa Bellsey	Assistant Secretary					

(Title of person signing)

(Typed or printed name of the person signing)



CERTIFICATE OF AMENDMENT OF THE CERTIFICATE OF INCORPORATION OF

MARCH OF DIMES BIRTH DEFECTS FOUNDATION

(Under Section 803 of the Not-for-Profit Corporation Law)

- 1. The name of the corporation is March of Dimes Birth Defects Foundation (the "Corporation"). The Corporation was formed under the name The National Foundation for Infantile Paralysis, Inc.
- 2. The Certificate of Incorporation of the Corporation was filed by the Department of State on January 3, 1938. The Corporation was formed under the Membership Corporations Law of the State of New York.
- 3. The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 (Definitions) of the Not-for-Profit Corporation Law of the State of New York (the "N-PCL") and is, and shall continue to be, a Type B corporation under Section 201 (Purposes) of the N-PCL.
- 4. This Certificate of Amendment hereby amends Article First of the Corporation's Certificate of Incorporation, setting forth the Corporation's name, in its entirety and to read as follows: The name of the corporation is MARCH OF DIMES FOUNDATION.
- 5. The above amendment to the Corporation's Certificate of Incorporation was authorized by a unanimous vote of the members of the Corporation at a special meeting held on December 8, 2006.
- 6. The Secretary of State is hereby designated as the agent of the Corporation upon whom process against the Corporation may be served. The post office address to which the Secretary of State shall mail a copy of any process served upon the Secretary is:

March of Dimes Foundation 1275 Mamaroneck Avenue White Plains, NY 10605.

IN WITNESS WHEREOF, the undersigned has subscribed this certificate as of the \(\frac{1}{2} \) day of December, 2006 and affirms the statements contained herein as true under the penalties of perjury.

By: Jennifer L. Howse

Title: President

CSC 45 DRAW DOWN

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

OF

MARCH OF DIMES BIRTH DEFECTS FOUNDATION

UNDER SECTION 803 OF THE NOT-FOR-PROFIT CORPORATION LAW

West

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FILED TAXS	-		
BY:	0	W.	

Filer:

PATTERSON BELKNAP WEBB & TYLER LLP

1133 AVENUE OF THE AMERICAS NEW YORK, NEW YORK 10036

CUSTOMER REF. #

OS: ILMA & LOZO ANNS

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