

819838

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

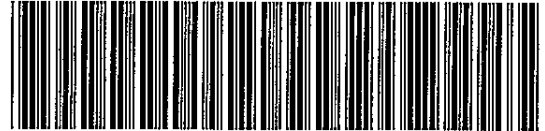
(Business Entity Name)

(Document Number)

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CLERK OF STATE
TALLAHASSEE, FLORIDA

06 JAN -3 AM 8:08

FILED

Amend

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Initiatives of Change, Inc.
(Name of Corporation)

DOCUMENT NUMBER: 819838

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Michael A. Olson

(Name of Contact Person)

Initiatives of Change, Inc.

(Firm/Company)

1156 Fifteenth Street, NW, Suite 910

(Address)

Washington, DC 20005

(City/State and Zip Code)

For further information concerning this matter, please call:

Deborah Robison

(Name of Contact Person)

at (202) 872-9077

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☒ \$35.00 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed)

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

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 I
(1-3 MUST BE COMPLETED)

819838

(Document Number of Corporation (If known))

1. Initiatives of Change, Inc.

(Name of corporation as it appears on the records of the Department of State)

2. New York

(Incorporated under laws of)

3. August 26, 1966

(Date authorized to conduct affairs in Florida)

06 JAN -3 AM 8:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

SECTION II
(4-8 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? _____

5. _____
(Name of corporation after the amendment, adding suffix "corporation," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation. "Company," or "Co.," may not be used as a corporate suffix by a nonprofit corporation)

6. If the amendment changes the period of duration, indicate new period of duration and the date the change was effected.

(New duration)

(Date)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction and the date the change was effected.

(New jurisdiction)


(Date)

8. If the purpose which the corporation intends to pursue in Florida has changed, indicate new purpose.

Per attached certified copy of Certificate of Amendment of Certificate

of Incorporation with the State of New York

(The corporation is authorized to pursue such purpose in the jurisdiction of its incorporation)


(Signature of the chairman or vice chairman of the board, president, or other officer - if in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

Michael A. Olson

(Typed or printed name of the person signing)

Executive Director

(Title of person signing)

*State of New York . }
Department of State } ss:*

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on **December 08, 2005**



A handwritten signature in black ink, appearing to read "R. H. H. 20".

Special Deputy Secretary of State

AUG. 19. 2005 10:24AM

CORP SERVICE COMP

NO. 1702 P. 2

F-05082200 0 099

CSC 45
DRAW DOWN

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
INITIATIVES OF CHANGE, INC.

Under Section 803 of the Not-For-Profit Corporation Law

We, the undersigned, Marshall M. Green and Steven Greisdorf, being respectively the Chairman of the Board and the Secretary of Initiatives of Change, Inc., do hereby certify:

1. The name of the corporation is Initiatives of Change, Inc. The name under which the corporation was formed was The Oxford Group-Moral Re-Armament, MRA, Inc.
2. The Certificate of Incorporation of said corporation was filed by the Department of State on the 13th day of March, 1941, and the law under which it was formed was 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 of the Not-for-Profit Corporation Law and is a Type B corporation under Section 201 of said law. The Corporation shall continue to be a Type B corporation under Section 201 of said law after the within amendment is filed revising the corporate purposes.
4. The Certificate of Incorporation is hereby amended in the following respects:
 - (a) Article SECOND of said Certificate of Incorporation, which sets forth the purposes for which the corporation is formed, is hereby amended by deleting subparagraphs A and B in their entirety and substituting the following in lieu thereof:

"A. To advance the principles of the Oxford Group, founded in or about the year 1921 by Frank Nathan Daniel Buchman, and developed since about the year 1938 under the name of Moral Re-Armament.

"B. To disseminate educational material with respect to these principles among the people of the United States and other countries."

The balance of Article SECOND remains unmodified and in full force and effect; and

AUG 19 2005 10:24AM

CORP SERVICE COMP

NO. 302

P. 3

(b) Article FOURTH of said Certificate of Incorporation, relating to the territory in which the operations of the corporation are principally to be conducted, is hereby eliminated, so that the corporation's activities shall not be restricted to any principal state or territory.

5. The corporation having no members entitled to vote, the foregoing amendments were authorized by the Board of Directors of the corporation at a regularly scheduled meeting of the Board on December 4, 2004, duly held, by unanimous vote of the directors.

6. The Secretary of State is hereby designated as 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 against the corporation served upon him is 1156 Fifteenth Street, N.W., Suite 910, Washington, D.C. 20005.

James IN WITNESS WHEREOF, we have signed this certificate on the 15th day of June, 2005, and we affirm the statements contained herein as true under penalties of perjury.

Marshall M. Green
Name: Marshall M. Green
Title: Chairman of the Board

Steven Greisdorf
Name: Steven Greisdorf
Title: Secretary

AUG. 19. 2005 10:24AM

CORP SERVICE COMP

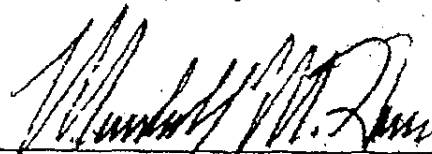
NO. 1702

P. 4

STATE OF NEW YORK)
) SS.
COUNTY OF NEW YORK)

AFFIDAVIT

The undersigned MARSHALL M. GREEN, being the Chairman of the Board of Initiatives of Change, Inc., a New York not-for-profit corporation (the "Corporation"), being first duly sworn, hereby states that the foregoing amendment to the Corporation's purposes in Article SECOND of its Certificate of Incorporation will not effect any change in the activities or operations conducted by the Corporation. To comply with the formalities required by the New York State Department of Law, however, the undersigned further states and confirms for the record that the current assets of the Corporation will be used for current purposes and powers as stated in the Certificate of Incorporation, as heretofore amended, and future assets of the Corporation will be used for purposes and powers as stated in the within Certificate of Amendment of the Certificate of Incorporation.



MARSHALL M. GREEN,
Chairman of the Board,
Initiatives of Change, Inc.

Sworn to before me
this 14 day of June, 2005.



Notary Public

JOAN SCIME
Notary Public, State of New York
No. 01SC5057498
Qualified in Queens County
Commission Expires March 25, 2006

AUG. 19: 2005 10:24AM

CORP SERVICE COMP

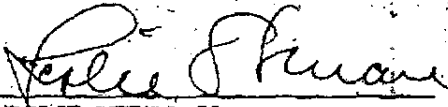
NO. 1102 P. 5

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

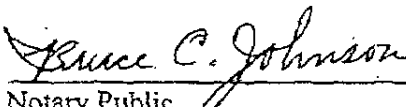
LESLIE STEINAU, being duly sworn, says:

1. Your affiant is the attorney for the subscribers to the foregoing Certificate of Amendment of the Certificate of Incorporation of Initiatives of Change, Inc.

2. No previous application has been made to any Justice of the Supreme Court for approval of such Certificate of Amendment.


LESLIE STEINAU

Sworn to before me
this 15th day of August, 2005


Notary Public

BRUCE C. JOHNSON
Notary Public, State Of New York
No. 02JO4702628
Qualified in New York County
Commission Expires February 28, 2008

STATE OF NEW YORK
THE STATE EDUCATION DEPARTMENT

Albany, New York

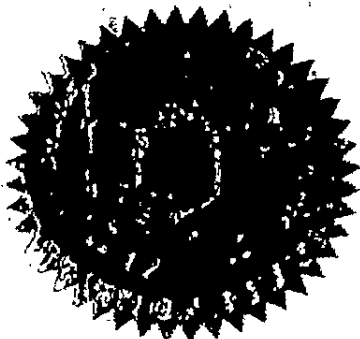
Siller Wilk LLP
Leslie Steinau, Esq.
675 Third Avenue
New York, New York 10017

Re: INITIATIVES OF CHANGE, INC.

* Dear Counselor:

Consent is hereby given to the filing of the annexed certificate of amendment of the certificate of incorporation of **INITIATIVES OF CHANGE, INC.**, pursuant to the applicable provisions of the Education Law, the Not-for-Profit Corporation Law, the Business Corporation Law, the Limited Liability Company Law or any other applicable statute.

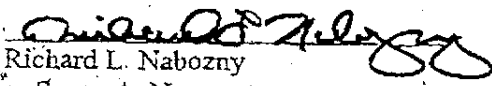
This consent is issued solely for purposes of filing the annexed document by the Department of State and shall not be construed as approval by the Board of Regents, the Commissioner of Education or the State Education Department of the purposes or objects of such entity, nor shall it be construed as giving the officers or agents of such entity the right to use the name of the Board of Regents, the Commissioner of Education, the University of the State of New York or the State Education Department in its publications or advertising matter.



IN WITNESS WHEREOF this instrument is
executed and the seal of the State Education
Department is affixed.

RICHARD P. MILLS
Commissioner of Education

By:


Richard L. Nabozny
or Susan A. Naccarato
(Commissioner's designee)

Date

7-27-05

AUG 19 2005 10:24AM

CORP SERVICE COMP

NO. 1702

P. 7

MARTIN SCHOENFELD

a Justice of the Supreme Court of the State

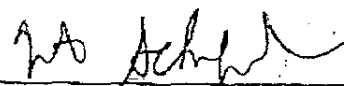
of New York, First Judicial District, do hereby approve the foregoing Certificate of Amendment of the Certificate of Incorporation of Initiatives of Change, Inc. pursuant to Section 804(a)(ii) of the Not-for-Profit Corporation Law of the State of New York and consent that the same be filed.

Dated: AUG 17 2005, 2005

Supreme Court, EX-PARTE MOTION OFFICE

Term, Part

New York, New York (County of New York)


Justice of the Supreme Court
First Judicial District

MARTIN SCHOENFELD

THE ATTORNEY GENERAL HAS NO OBJECTION
TO THE GRANTING OF JUDICIAL APPROVAL
HEREON. ACKNOWLEDGES RECEIPT OF
STATUTORY NOTICE AND DEMANDS SERVICE
OF THE FILED CERTIFICATE. SAID NO OBJECTION
IS CONDITIONED ON SUBMISSION OF THE
MATTER TO THE COURT WITHIN 30 DAYS HEREAFTER.

by Laura W. Wray
ASSISTANT ATTORNEY GENERAL

DATE

August 9, 2005

F 05082200 0 099

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
INITIATIVES OF CHANGE, INC.

Section 402 of the Not for Profit Corporation Law

11/21/05 11:21:14

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Filer: Siller Wilk LLP
9th Floor
675 Third Avenue
New York, NY 10017-5704
Cust. Ref#552559db

DRAWDOWN

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED AUG 22 2005

TAXS

Y:

BE

My

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101

*State of New York }
Department of State } ss:*

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on **December 08, 2005**



A handwritten signature in black ink, appearing to read "R. H. 20".

Special Deputy Secretary of State

F 051020000642

RESTATED CERTIFICATE OF INCORPORATION
OF
INITIATIVES OF CHANGE, INC.

Under Section 805 of the Not-For-Profit Corporation Law

We, the undersigned, Marshall M. Green and Steven Greisdorf, being respectively the Chairman of the Board and the Secretary of Initiatives of Change, Inc., do hereby certify:

1. The name of the corporation is Initiatives of Change, Inc. The name under which the corporation was formed was THE OXFORD GROUP - MORAL RE-ARMAMENT, MRA, INC.

2. The Certificate of Incorporation of said corporation was filed by the Department of State on the 13th day of March, 1941, and the law under which it was formed was The Membership Corporations Law of the State of New York.

3. The Certificate of Incorporation of the corporation is amended to effect the following amendments as authorized by the Not-for-Profit Corporation Law: (a) to add a new Article SIXTH defining the corporation and specifying what type it is under said law and (b) to add a new Article SEVENTH designating the Secretary of State as agent for service of process against the corporation and specifying the post office address without the State to which the Secretary of State shall mail a copy of such process.

4. The text of the Certificate of Incorporation is hereby restated, as so amended, to read as hereinafter set forth in full:

"FIRST. The name of the corporation is Initiatives of Change, Inc.

"SECOND. The purpose or purposes for which it is formed are as follows:

A. To advance the principles of the Oxford Group, founded in or about the year 1921, by Frank Nathan Daniel Buchman, and developed since about the year 1938 under the name of Moral Re-Armament.

B. To disseminate educational material with respect to these principles among the people of the United States and other countries.

3

C. To engage in one or more activities of a religious, charitable or educational nature which may be necessary or proper to carry out said purposes or objects.

D. The exercise of all or any of the following powers:

(1) For use in furtherance of the aforesaid purposes and objects to receive donations, subscriptions, contributions or bequests either in the form of money or other property.

(2) To establish and support, or aid in the establishment and support of, any religious, charitable or educational associations or institutions, and to contribute money for religious, charitable or educational purposes in any way connected with the purposes of the corporation or calculated to further its purposes.

(3) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

(4) The property acquired by this corporation is irrevocably dedicated to religious or charitable purposes, and upon the liquidation, dissolution or abandonment of the owner, will not inure to the benefit of any private person, except a fund, foundation or corporation organized and operated for religious or charitable purposes.

"THIRD. The operations and activities of the corporation shall not result in a profit to it or to any of its directors, employees, members or subscribers, except that any director, employee or subscriber may receive fair and reasonable compensation for services rendered to the corporation.

"FOURTH. Its office is to be located in the Borough of Manhattan, City, County and State of New York.

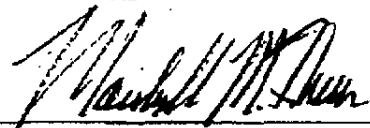
"FIFTH. The number of its directors shall be not less than five (5) nor more than twenty-four (24).

"SIXTH. The corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law and is a Type B corporation under Section 201 of said law.

2
"SEVENTH. The Secretary of State is hereby designated as agent of the corporation upon whom process against the corporation may be served. The post office address of the corporation without the State of New York to which the Secretary of State shall mail a copy of any process against the corporation served upon the Secretary is 1156 Fifteenth Street, N.W., Suite 910, Washington, D.C. 20005."

5. The corporation having no members entitled to vote, this Restated Certificate of Incorporation of the corporation was authorized and approved by the Board of Directors of the corporation at a regularly scheduled meeting of the Board on December 4, 2004, duly held, by unanimous vote of the Directors.

IN WITNESS WHEREOF, we have signed this certificate on the 14th day of October, 2005, and we affirm the statements contained herein as true under penalties of perjury.



Name: Marshall M. Green

Title: Chairman of the Board



Name: Steven Greisdorf

Title: Secretary

f 051020000642

2005 OCT 20 AM 11:02

RESTATED CERTIFICATE OF INCORPORATION
OF
INITIATIVES OF CHANGE, INC.

Under Section 805 of the Not-for-Profit Corporation Law

RECEIVED

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STATE OF NEW YORK
DEPARTMENT OF STATE

OCT 20 2005

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675 Third Avenue
New York, NY 10017-5704
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