

848906

ENVIRONMENTAL DEFENSE

finding the ways that work

May 9, 2000

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

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-05/15/00--01169--023
*****35.00 *****35.00

RE: Organizations name change

To Whom It May Concern:

I have enclosed:

- Our application for amendment
- An original copy of our amendment to our Articles of Incorporation
- Check # 015577 in the amount of \$35 to cover your fee

If there is anything else necessary to process our name change, please do not hesitate to contact me at 212-616-1255.

Sincerely,



Luis Mateus
Finance Assistant

FILED
00 MAY 15 PM 3:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



T. LEWIS MAY 24 2000

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)

1. Environmental Defense Fund, Incorporated
Name of corporation as it appears on the records of the Department of State.
2. New York State 3. 4/21/81
Incorporated under laws of Date authorized to conduct affairs in Florida

SECTION II
(4-7 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? 12/10/99
5. Environmental Defense, Incorporated
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.
- _____

_____ The corporation is authorized to pursue such purpose in the jurisdiction of its incorporation.

Fred Krupp
Signature

Fred Krupp
Typed or printed name

5/8/00
Date

Executive Director
Title

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

MAR 13 2000



A handwritten signature in cursive script, appearing to read "J. Clark", followed by a horizontal line.

Special Deputy Secretary of State

F 991210000 510

CSC 45

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF

ENVIRONMENTAL DEFENSE FUND, INCORPORATED

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

The undersigned, being the Chairman of the Board of Trustees and the Secretary of Environmental Defense Fund, Incorporated (the "Corporation"), do hereby certify that:

FIRST: The name of the Corporation is ENVIRONMENTAL DEFENSE FUND, INCORPORATED.

SECOND: The original Certificate of Incorporation of the Corporation was filed by the Department of State on October 19, 1967. A Restated Certificate of Incorporation of the Corporation was filed by the Department of State on February 4, 1985.

THIRD: The Corporation was formed under the Not-for-Profit Corporation Law.

FOURTH: The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law. The Corporation is a Type B corporation under Section 201 of the Not-for-Profit Corporation Law.

FIFTH: The Amendments of the Certificate of Incorporation of the Corporation effected by this Certificate of Amendment are to change the name of the Corporation, change the principal office of the Corporation, and change the post office address of the Corporation.

SIXTH: To accomplish the foregoing Amendments,

Article FIRST of the Certificate of Incorporation of the Corporation, relating to the name of the Corporation, is hereby amended to read in its entirety as follows:

1. The name of the Corporation is ENVIRONMENTAL DEFENSE, INCORPORATED.

Article NINTH of the Certificate of Incorporation of the Corporation, relating to the principal office of the Corporation, is hereby amended to read in its entirety as follows:

2. The principal office of the Corporation within the State of New York is 257 Park Avenue South, City of New York, County of New York, State of New York 10010.

Article TENTH of the Certificate of Incorporation of the Corporation, relating to the post office address to which the Secretary of State shall mail a copy of any process against the Corporation, is hereby amended to read in its entirety as follows:

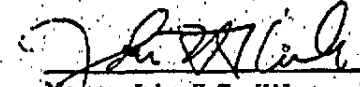
3. The Secretary of State is hereby designated as agent of the Corporation upon whom process of service against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the Corporation served upon him is 257 Park Avenue South, City of New York, State of New York 10010.

SEVENTH: The foregoing Amendments of the Certificate of Incorporation of the Corporation were duly authorized at a meeting of the Board of Trustees at which a quorum was present, by the vote of at least a majority of the entire Board of Trustees, the Corporation having no members entitled to vote on said Amendments.

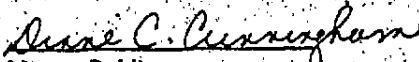
EIGHTH: The Secretary of State is designated as the agent of the Corporation upon whom process against the Corporation may be served. The post office address to which the Secretary of State shall mail a copy of any against the Corporation served upon him is 257 Park Avenue South, City of New York, State of New York, 10010.

2


IN WITNESS WHEREOF, the undersigned have caused this Certificate of Amendment to be signed on this 11th day of November, 1999, and affirm the statements contained herein are true under the penalties of perjury.


Name: John H.T. Wilson
Title: Chairman of the Board


Sworn to before me this
11th day of November, 1999


Notary Public

DENISE C. CUNNINGHAM
Notary Public, State of New York
ID: 1-25-7948
Qualified in New York County
Commission Expires May 8, 2000
11/20/99


Name: Arthur P. Cooley
Title: Secretary

Sworn before me this
29th day of November, 1999


Notary Public

HESTON A. WILLIAMSON
NOTARY PUBLIC, State of New York
No. 01416077857
Qualified in New York County
Commission Expires May 8, 1999
2001

CSC

ID: 212-807-9113

DEC 02 '99 14:12 NG 0247 06

DISTRICT OF COLUMBIA

) SS:
)

Peter W. Morgan, being duly sworn, deposes and says that he is an attorney and counselor at law for the corporation submitting the foregoing Certificate of Amendment of the Certificate of Incorporation of Environmental Defense Fund, Inc., and that no previous application for approval of said Certificate of Amendment by any Justice of the Supreme Court of New York has ever been made.

Peter W. Morgan
Peter W. Morgan

Sworn before me this
18 day of November, 1999

Penny Chanin
Notary Public

Penny Chanin
Notary Public District of Columbia
My Commission Expires: March 14, 2001

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FILED

Dec 10 12 01 PM '99

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Dec 7 4 11 PM '99

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CERTIFICATE OF AMENDMENT

OF THE

CERTIFICATE OF INCORPORATION

ENVIRONMENTAL DEFENSE FUND, INCORPORATED

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

1-CC
STATE OF NEW YORK
DEPARTMENT OF STATE

FILED DEC 10 1999

TAX \$

BY:

SUFFOLK
NEW YORK

RECEIVED

Dec 9 12 19 PM '99

FILED BY: Julie Seamon, Esq
DICKSTEIN SHAPIRO MORIN & OSHINSKY LLP
2101 L Street, N.W.
8th Floor
Washington, DC 20037
500 D105PM Cust. Ref#
Draufham

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