

848906

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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TALLAHASSEE, FLORIDA

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6/25/10

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: ENVIRONMENTAL DEFENSE, INCORPORATED
Name of Corporation

DOCUMENT NUMBER: 848906

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

CAROLYN A. EMIGH

Name of Contact Person

NONPROFIT SERVICE GROUP

Firm/Company

200 N GLEBE ROAD, SUITE 315

Address

ARLINGTON, VA 22203

City/State and Zip Code

CEMIGH@NONPROFITSERV.COM

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

CAROLYN EMIGH

Name of Contact Person

at (703) 528-7525 ext. 2

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)

848906

(Document Number of Corporation (if known))

1. ENVIRONMENTAL DEFENSE, INCORPORATED
(Name of corporation as it appears on the records of the Department of State)
2. NEW YORK 3. _____
(Incorporated under laws of) (Date authorized to conduct affairs in Florida)

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? FEBRUARY 29, 2008

5. ENVIRONMENTAL DEFENSE FUND, 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.

N/A _____
(New duration) (Date)

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

N/A _____
(New jurisdiction) (Date)

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

NO CHANGE IN PURPOSE

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

9. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

Peter Accinno
(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)

Peter Accinno
(Typed or printed name of the person signing)

CEO
(Title of person signing)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF NEW YORK
DEPARTMENT OF STATE

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 official seal of the
Department of State, at the City of Albany, on
February 29, 2008.

Paul LaPointe

Paul LaPointe
Special Deputy Secretary of State

080229000135

CSC 45
DRAW DOWN

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF

ENVIRONMENTAL DEFENSE, INCORPORATED
Under Section 803 of the Not-for-Profit Corporation Law

It is hereby certified that:

FIRST: The name of the corporation is Environmental Defense, Incorporated (the "Corporation").

SECOND: The original Certificate of Incorporation of the Corporation was filed by the Department of State on October 19, 1967. The name under which the Corporation was formed is Environmental Defense Fund, Incorporated. A Certificate of Amendment was filed by the Department of State on January 26, 1977; a Restated Certificate of Incorporation was filed by the Department of State on February 4, 1985; and a Certificate of Amendment was filed by the Department of State on December 10, 1999.

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 amendment of the Certificate of Incorporation of the Corporation effected by this Certificate of Amendment is to change the name of the Corporation.

SIXTH: To accomplish the foregoing amendment, 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:

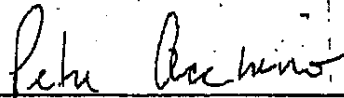
"FIRST: The name of the corporation is Environmental Defense Fund, Incorporated (the "Corporation")."

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

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 within the State of New York to which the Secretary of State shall mail a copy of any process against the Corporation served upon him/her is 257 Park Avenue South, New York, New York 10010.

[The Remainder of This Page Intentionally Left Blank.]

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Amendment to be signed
on this 29th day of February, 2008.

A handwritten signature in cursive script, appearing to read "Peter Accirno", is written over a horizontal line.

Peter Accirno
Vice President for Finance and Administration

080229000/35



CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF

ENVIRONMENTAL DEFENSE, INCORPORATED
Under Section 803 of the Not-for-Profit Corporation Law.

Filed by: Rodney C. Pratt, Esq.
(Name)
c/o Dickstein Shapiro LLP, 1825 Eye Street, NW
(Mailing address)
Washington, DC 20006
(City, State and Zip code)

CUSTOMER REF. #

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STATE OF NEW YORK
DEPARTMENT OF STATE

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BY: LM
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