

FD 1000000 733

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

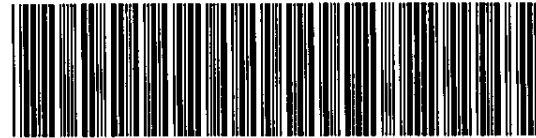
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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02/02/17--01007--015 **35.00

RECEIVED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2017 JAN 30 PM 12:41

FEB - 2 2017

C LEWIS

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Lymphatic Research Foundation, Inc.
Name of Corporation

DOCUMENT NUMBER: DTN 2745212

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Jessica Varela
Name of Contact Person

Affinity Fundraising Registration
Firm/Company

PO Box 12129
Address

Denver CO 80212
City/State and Zip Code

TEAM@fundraisingregistration.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jessica Varela at (303) 578-9622
Name of Contact Person 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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 26, 2016

JESSICA VARELA / AFFINITY FUNDRAISING REGISTRATION
PO BOX 12129
DENVER, CO 80212 US

SUBJECT: LYMPHATIC RESEARCH FOUNDATION, INC.
Ref. Number: F01000000733

We have received your document for LYMPHATIC RESEARCH FOUNDATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate or a document of similar import evidencing the amendment must be submitted with the application. The certificate should be authenticated as of a date 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 the records in the jurisdiction under the laws of which it is incorporated, formed, or organized. A translation of the certificate, under oath or affirmation of the translator, must be attached to a certificate which is not in English.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Carolyn Lewis
Regulatory Specialist II

Letter Number: 416A00022968

NOV 03 2016

**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)**
DTN 2745212

FILED
DEPARTMENT OF STATE
2017 JAN 31 PM 12:41

1. _____
(Document Number of Corporation (If known))
Lymphatic Research Foundation, Inc.

(Name of corporation as it appears on the records of the Department of State)
2. _____ 3. _____
New York 07/06/1999
(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? _____
01/12/2016

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

5. Lymphatic Education & Research Network, Inc.

(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)

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.

Marc Lee

(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)

Marc Lee - Affinity Fundraising Registration

(Typed or printed name of the person signing)

Authorized Representative

(Title of person signing)

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
January 10, 2017.



A handwritten signature in black ink, appearing to read "B. Fitzgerald", written over a horizontal line.

Brendan Fitzgerald
Executive Deputy Secretary of State

NCR-26

150415000165

CERTIFICATE OF CHANGE

OF

LYMPHATIC RESEARCH FOUNDATION, INC.

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

FIRST: The name of the Corporation is Lymphatic Research Foundation, Inc. (the "Domestic Corporation").

SECOND: The date on which the Domestic Corporation's certificate of incorporation was filed by the Department of State is July 23, 1998.

THIRD: The only change effected hereby is that the office of the Domestic Corporation is changed to New York County.

FOURTH: The change was authorized by unanimous written consent of the Domestic Corporation's Board of Directors dated as of March 25, 2015. The Domestic Corporation does not have members.

IN WITNESS WHEREOF, the undersigned does make, file and record this Certificate of Change, and does certify that the facts herein stated are true, and I have accordingly hereunto set my hand this 26th day of March, 2015.



By: _____

Name: William Repici

Title: Executive Director

NCR-26

165

CERTIFICATE OF CHANGE
OF
LYMPHATIC RESEARCH FOUNDATION, INC.
UNDER SECTION 803-A OF THE
NOT-FOR-PROFIT CORPORATION LAW

2015 APR 15 AM 10:53

FILED

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED APR 15 2015

TAX \$ _____

BY: _____

RECEIVED
2015 APR 14 PM 3:05

Dechert LLP
1095 Avenue of the Americas
New York, New York 10036

FOR DEPOSIT ONLY
DEPT. OF STATE
DIVISION OF CORPORATIONS

DRAWDOWN

173

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
January 10, 2017.



A handwritten signature in black ink, appearing to read "B. Fitzgerald", written over a horizontal line.

Brendan Fitzgerald
Executive Deputy Secretary of State

160112000 JFC

New York State
Department of State
Division of Corporations, State Records and Uniform Commercial Code
One Commerce Plaza, 99 Washington Avenue
Albany, NY 12231
www.dos.ny.gov

**CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF**

Lymphatic Research Foundation, Inc.

(Name of Domestic Corporation)

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

FIRST: The name of the corporation is

Lymphatic Research Foundation, Inc.

If the name of the corporation has been changed, the name under which it was formed is

SECOND: The certificate of incorporation was filed by the Department of State on
July 23, 1998

THIRD: The law the corporation was formed under is
the Not-For-Profit Corporation Law

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

FIFTH: The certificate of incorporation is amended as follows:

Paragraph Articles 1, 2 & 3 of the Certificate of Incorporation regarding with respect to Article 1, the name of the corporation; with respect to Article 2, the Purposes of the Corporation; and with respect to Article 3, Prohibitions.

is hereby [check the appropriate box] added amended to read in its entirety as follows:

ARTICLE 1 - NAME: The name of the Corporation is LYMPHATIC EDUCATION & RESEARCH NETWORK, INC. (LE&RN) (hereinafter "Corporation").

ARTICLE 2 - PURPOSE OF CORPORATION: The Corporation shall be a charitable corporation under section 201 of the Not-For-Profit Corporation Law. The Corporation is organized and operated exclusively for purposes generally and particularly to support medical and scientific research for lymphatic disorders, including but not limited to, primary and secondary lymphedema, fund raising from public and private sources and to provide information to the medical community and education to the general public regarding said conditions. Nothing herein shall authorize the Corporation to operate, maintain or manage a charter school, a nursery school, an elementary school, a secondary school, a college, a university or to advertise or offer credit-bearing courses or degrees in New York State. Except as authorized by Title VIII of the Education Law or other applicable statute, nothing herein shall authorize the Corporation to engage in the practice of any profession in New York, engage in the training of of any profession in New York or to use a professional title or term of any profession in New York in violation of Title VIII of the Education Law. The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE 3 - PROHIBITIONS: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 2 hereof. No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Paragraph Articles 4,8,9,10,11,14 of the Certificate of Incorporation regarding
with respect to Article 4, Directors; with respect to Article 8, Capital Stock; with respect to
Article 9, Qualifications of Membership; with respect to Article 10, Voting Rights; with
respect to Article 11, Liabilities for Debts; and with respect to Article 14, Amendment,

is hereby [*check the appropriate box*] added amended to read in its entirety as follows:

ARTICLE 4 - DIRECTORS: The Directors shall be elected by a majority vote of the Directors of the Corporation then in office, regardless of their number.

ARTICLE 8 - CAPITAL STOCK: The Corporation shall have no capital stock.

ARTICLE 9 - QUALIFICATIONS OF MEMBERSHIP: The Corporation shall have no Members.

ARTICLE 10 - VOTING RIGHTS: Members of the Board of Directors will have such voting rights as are provided in the By Laws of the Corporation.

ARTICLE 11 - LIABILITIES FOR DEBTS: Neither the members of the Board of Directors nor officers of the Corporation shall be liable for the debts of the Corporation.

Article 14 - AMENDMENT: This Certificate of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a meeting by a majority of the Board of Directors, unless all the Directors sign a written statement manifesting their intention that a certain amendment of this Certificate of Incorporation be made.

(Remove this page if not needed)

SIXTH: The Secretary of State is designated as agent of the corporation upon whom process against it may be served. The address to which the Secretary of State shall forward copies of process accepted on behalf of the corporation is

261 Madison Avenue
New York, NY 10016

SEVENTH: The certificate of amendment was authorized by *(Check the appropriate box)*

- a vote of a majority of the members at a meeting.
- the unanimous written consent of the members entitled to vote thereon.
- a vote of a majority of the entire board of directors. The corporation has no members.


(Signature)

Executive Director

(Capacity of Signer)

William Repucci

(Print or Type Signer's Name)



STATE OF NEW YORK
OFFICE OF THE ATTORNEY GENERAL

ERIC T. SCHNEIDERMAN
ATTORNEY GENERAL

DIVISION OF SOCIAL JUSTICE
CHARITIES BUREAU

The Attorney General hereby approves pursuant to NPCL 804(a)(ii)(A) the proposed Certificate of Amendment of Lymphatic Research Foundation, Inc. Said approval is conditioned on submission to the Department of State for filing within 60 days hereafter. A copy of the filed certificate shall be provided to the Attorney General.

November 25 2015

Date

Laura Werner

Assistant Attorney General


Laura Werner

LYMPHATIC RESEARCH FOUNDATION, INC.

AFFIDAVIT OF WILLIAM REPICCI

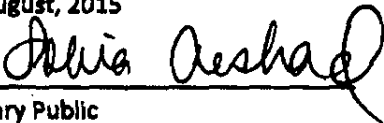
William Repicci, being duly sworn, deposes and says:

- i. I am the Executive Director of Lymphatic Research Foundation, Inc.
- ii. I make this affidavit in support of the application for the approval of the Certificate of Amendment of the Certificate of Incorporation of Lymphatic Research Foundation, Inc.
- iii. The current assets of Lymphatic Research Foundation, Inc. will be used for current purposes, and the future assets of Lymphatic Research Foundation, Inc. will be used for purposes as stated in the Certificate of Amendment of the Certificate of Incorporation of Lymphatic Research Foundation, Inc.

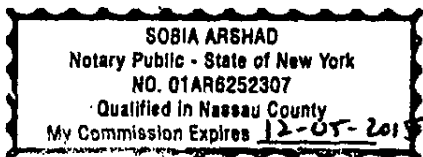


William Repicci
Executive Director

Sworn to before me on this 27th day
of August, 2015



Notary Public



28c

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF

Lymphatic Research Foundation, Inc.

(Name of Domestic Corporation)

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

2016 JAN 12 AM 10:57
FILED

Filer's Name Kyle A. Odin, Esq.

Address 37 Lamppost Drive

City, State and Zip Code Redding, CT 06896

NOTE: The certificate must be submitted with a \$30 filing fee. This form was prepared by the New York State Department of State. It does not contain all optional provisions under the law. You are not required to use this form. You may draft your own form or use forms available at legal stationery stores. The Department of State recommends that all documents be prepared under the guidance of an attorney. Please be sure to review Section 804 and Section 404 of the Not-for-Profit Corporation Law to determine if any consents or approvals are required to be attached to this certificate of amendment.

For Office Use Only

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED JAN 12 2016

TAX \$ _____
BY: Duv

RECEIVED
2016 JAN 12 AM 10:06

28c

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
January 10, 2017.



A handwritten signature in black ink, appearing to read "B. Fitzgerald", written over a horizontal line.

Brendan Fitzgerald
Executive Deputy Secretary of State

160620000865

New York State Department of State
Division of Corporations, State Records and Uniform Commercial Code
One Commerce Plaza, 99 Washington Avenue
Albany, NY 12231
www.dos.ny.gov

CSC 45
Drawdown

CERTIFICATE OF CHANGE
OF

LYMPHATIC EDUCATION & RESEARCH NETWORK, INC. (LE&RN)

(Insert Name of Domestic Corporation)

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

FIRST: The name of the corporation is:

LYMPHATIC EDUCATION & RESEARCH NETWORK, INC. (LE&RN)

If the name of the corporation has been changed, the name under which it was formed is:

LYMPHATIC RESEARCH FOUNDATION, INC.

SECOND: The certificate of incorporation was filed by the Department of State on:

July 23, 1998

THIRD: The change(s) effected hereby are: (Check appropriate statement(s))

The county location, within this state, in which the office of the corporation is located, is changed to: _____

The address to which the Secretary of State shall forward copies of process accepted on behalf of the corporation is changed to read in its entirety as follows: _____

The corporation hereby: (Check One)

Designates _____
as its registered agent upon whom process against the corporation may be served.
The street address of the registered agent is: _____

Changes the designation of its registered agent to: _____
The street address of the registered agent is: _____

Changes the address of its registered agent to: _____

Revokes the authority of its registered agent.

865

FOURTH: The change was authorized by the board of directors.

[Handwritten Signature]
(Signature)

Philip Braginsky

(Name of Signer)

Secretary

(Title of Signer)

CSC 45
Drawdown

CERTIFICATE OF CHANGE
OF

LYMPHATIC EDUCATION & RESEARCH NETWORK, INC. (LERN)

(Insert Name of Domestic Corporation)

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

Filer's Name: Tarter Krinsky & Drogin LLP

Address: 1350 Broadway

City, State and Zip Code: New York, NY 10018

Cust Ref # 185133 KXIC

NOTE: This form was prepared by the New York State Department of State. You are not required to use this form. You may draft your own form or use forms available at legal stationery stores. The Department of State recommends that all documents be prepared under the guidance of an attorney. The certificate must be submitted with a \$20 filing fee.

For Office Use Only

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED JUN 20 2016

TAX \$

BY: *[Signature]*

RECEIVED

2016 JUN 20 PM 12:08

897

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
January 10, 2017.



A handwritten signature in black ink, appearing to read "B. Fitzgerald", is written over a horizontal line.

Brendan Fitzgerald
Executive Deputy Secretary of State