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Florida Department of State
Division of Corporations
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F05000005387

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To:

Division of Corporations
Fax Number : (850) 617-6380

RESUBMIT

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Account Name : CORPORATION SERVICE COMPANY
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THE PROSKAUER ROSE DISASTER RECOVERY FUND INC

Certificate of Status	0
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TALLAHASSEE, FLORIDA

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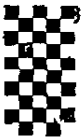
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05/27/08

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May 1, 2008

FLORIDA DEPARTMENT OF STATE
Division of Corporations

THE PROSKAUER ROSE DISASTER RECOVERY FUND INC.
1585 BROADWAY, ROOM 2462
NEW YORK, NY 10036-8299

SUBJECT: THE PROSKAUER ROSE DISASTER RECOVERY FUND INC.
REF: F05000005387

RESUBMIT

Please give original
submission date as file date.

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The current name of the entity is as referenced above. Please correct your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6906.

Darlene Connell
Regulatory Specialist II

FAX Aud. #: E08000116052
Letter Number: 208A00027524

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2008 MAY 23 AM 8:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P.O BOX 6327 - Tallahassee, Florida 32314

**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)**

P05000005387

(Document Number of Corporation (If known))

1. The Proskauer Rose Disaster Recovery Fund Inc.
(Name of corporation as it appears on the records of the Department of State)
2. New York State 3. September 16, 2005
(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? December 3, 2007
5. The Proskauer Rose Charitable Foundation 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.
Please see attached Amended Certificate of Incorporation.

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

RJF
(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)

Robert J. Rafin

(Typed or printed name of the person signing)

President

(Title of person signing)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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The Proskauer Rose Charitable Foundation (the "Foundation")

The purposes for which the Foundation is formed are exclusively charitable, as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") and shall include the following:

- (a) to assist, support and provide relief to victims of any disaster who are, at the time of the disaster, employees of Proskauer Rose or family members of the employee;
- (b) to provide generally to Section 501(c)(3) public charities who are directly providing aid to cities, communities and residents afflicted by a disaster;
- (c) to provide support and funding to programs and organizations involved in providing assistance, including legal services to the indigent and underprivileged, and to provide support and funding for the development of legal aid programs that benefit the poor and underprivileged;
- (d) to extend aid to needy persons, and to financially assist individuals, associations, corporations, institutions or agencies engaged in the comfort, health, care, education and general welfare of needy persons, and to generally, foster, promote and further charitable, religious, literary, scientific, cultural and educational purposes, all such aid and assistance to be voluntary on the part of the Foundation;
- (e) to conduct any and all lawful activities that may be necessary, useful or desirable for the furtherance, accomplishment or attainment of the foregoing purpose which activities would not endanger its not-for-profit status; and
- (f) to support and promote any other activities that are charitable within the meaning of Section 501(c)(3) of the Code.

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

I hereby certify, that a Certificate of Amendment THE PROSKAUER ROSE
DISASTER RECOVERY FUND, changing its name to THE PROSKAUER ROSE CHARITABLE
FOUNDATION, was filed 12/03/2007.

*WITNESS my hand and the official seal
of the Department of State at the City of
Albany, this 21st day of March two
thousand and eight.*



Special Deputy Secretary of State

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