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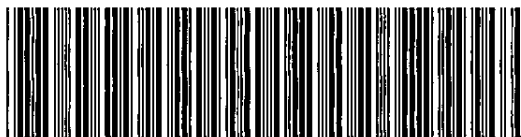
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2009 APR 29 AM 7:35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
SG

580 ✓

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: United States Breastfeeding Committee, Inc.

DOCUMENT NUMBER: N00000006402

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Megan Renner

(Name of Contact Person)

United States Breastfeeding Committee, Inc.

(Firm/ Company)

2025 M St, NW, Ste 800

(Address)

Washington, DC 20036

(City/ State and Zip Code)

For further information concerning this matter, please call:

Megan Renner

(Name of Contact Person)

at (202) 367-1132

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

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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 32399

Articles of Amendment
to
Articles of Incorporation
of

United States Breastfeeding Committee, Inc.

(Name of corporation as currently filed with the Florida Dept. of State)

FILED

2008 APR 29 AM 7:35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N00000006402

(Document number of corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this **Florida Not For Profit Corporation** adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

N/A

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: (**BE SPECIFIC**)

former Article I: Name and Address - amended to new Article I: Name

new Article II: Address - added

former Article II: Purposes - amended/renumbered as new Article III: Purpose

former Article III: Powers - deleted

former Article IV: Members - deleted

former Article V: Term of Existence - deleted

former Article VI: Incorporators - amended/renumbered as new Article V

new Article IV: Distribution of Assets - added

former Article VII: Officers & Directors - amended/renumbered as new Article VI

former Article VIII: Reg. Office/Agent - amended/renumbered as new Article VII

former Article IX: Bylaws - deleted

former Article X: Amendment of Articles of Incorporation - amended/renumbered

as new Article VIII

(Attach additional pages if necessary)
(continued)

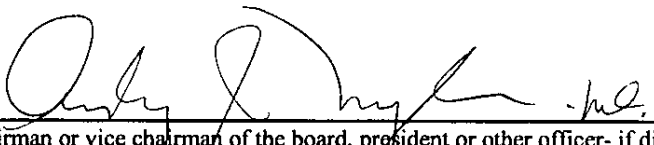
The date of adoption of the amendment(s) was: 01/26/2008

Effective date if applicable: File Date
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- ☒ The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signature


(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

Audrey J. Naylor, MD, DrPH

(Typed or printed name of person signing)

Chair

(Title of person signing)

FILING FEE: \$35

ARTICLES OF AMENDMENT AND RESTATEMENT
OF
UNITED STATES BREASTFEEDING COMMITTEE, INC.
(a Florida Not-for-Profit Corporation)

United States Breastfeeding Committee, Inc., a Florida not-for-profit corporation (hereinafter called the "Corporation"), hereby certifies to the State Division of Corporations of Florida that the Corporation desires to amend and restate its Articles of Incorporation as currently in effect, pursuant to the provisions of §§617.1006 and 617.1007 of the Florida Statutes. Therefore, the Articles of Incorporation of the Corporation are hereby amended and restated by striking out in its entirety the existing Articles of Incorporation and substituting in lieu thereof the following:

ARTICLE I

Name

The name of this corporation (which is hereinafter called the "Corporation") shall be:

UNITED STATES BREASTFEEDING COMMITTEE, INC.

ARTICLE II

Address

The principal place of business and mailing address of this Corporation shall be 2025 M Street, NW, Suite 800, Washington, DC 20036, or such other address within or without the State of Florida as the Board of Directors may from time to time designate.

ARTICLE III

Purpose

The purpose for which this Corporation is exclusively organized and operated is to improve the Nation's health by working collaboratively to protect, promote, and support breastfeeding. This Corporation shall raise charitable funds and accept donations, both monetary and otherwise, from both public and private sources, for this purpose.

The foregoing clauses setting forth the corporate purposes shall be construed as objects and powers in furtherance and not in limitation of the general powers conferred upon not-for-profit corporations by the laws of the State of Florida, and shall not be held to restrict in any manner not in conflict therewith the powers of the Corporation. The Corporation may do any and everything necessary, suitable, or proper, subject to the laws of Florida regarding not-for-profit corporations, for the accomplishment of any of the purposes or objects herein.

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to any member, director or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes), and no member, director, or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation; and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an

organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the Treasury Regulations promulgated thereunder, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and regulations issued thereunder.

ARTICLE IV

Distribution of Assets

In the event of dissolution or final liquidation of the Corporation, the residual assets of the organization will be distributed to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Code or corresponding sections of any prior or future Code, or to the Federal, state or local government exclusively for one or more public purposes.

ARTICLE V

Incorporators

The name and address of the initial incorporator to these Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
James H. Lindenberger	4809 East Busch Boulevard, Suite 104 Tampa, Florida 33617

ARTICLE VI

Officers and Directors

The affairs of the Corporation shall be managed by a Board of Directors. The number and manner of election of the Corporation's Board of Directors and officers and the manner of filling vacancies shall be as stated in the Corporation's Bylaws.

ARTICLE VII

Registered Office and Registered Agent

The name of the corporation's registered agent is Corporation Service Company and the street address of the corporation's registered office is 1201 Hays Street, Tallahassee, FL 32301.

ARTICLE VIII

Amendment of Articles of Incorporation

These Articles may be amended by resolution adopted by a two-thirds vote of those members of the Corporation eligible to vote, as provided in the Bylaws, and present at any meeting duly called and convened; provided, however, that ten (10) days' advance notice of the amendment or amendments, to be considered at such meeting, shall have been given in writing personally or by mail or by electronic mail to each member of the corporation. Notice of a meeting of members need not be given to any member who signs a waiver of notice, in person or by proxy, either before or after the meeting.

All actions, including but not limited to, Amendment of the Articles of Incorporation, required to be taken at any meeting may be taken by written consent as provided in Florida Statutes, as now amended, or as same may be amended in the future.