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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

TB

1-20-09

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Health Corps of Florida, Inc

DOCUMENT NUMBER: N00000007860

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

Please return all correspondence concerning this matter to the following:

Robert C. Griffiths
(Name of Contact Person)

Madama Griffiths O'Hara LLP
(Firm/ Company)

450 Park Avenue South, Floor 9
(Address)

New York, NY 10016
(City/ State and Zip Code)

For further information concerning this matter, please call:

Robert Griffiths at (212) 209-5463
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

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☐ \$43.75 Filing Fee &
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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

**ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION FOR
HEALTHCORPS OF FLORIDA, INC.**

FILED
2009 JAN 12 PM 1:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, Dr. Mehmet Oz, certifies that he is the Chairman of HealthCorps of Florida, Inc., a Florida not for profit corporation (the "Corporation"), and further certifies each of the matters hereafter set forth is correct and complete:

1. The legal name of the Corporation is HealthCorps of Florida, Inc. (Florida Division of Corporations Document Number N00000007860).

2. At a duly noticed board meeting held on June 12, 2008, an action to amend the Articles of Incorporation of the Corporation was taken by the Corporation's directors adopting the following amendments:

- A. Article I, Paragraph (C) of the Articles of the Corporation is hereby amended to read as follows: "(C) The principal office of the corporation will be located at 191 Seventh Avenue, Suite 4N, New York, NY 10011."
- B. Article I, Paragraph (E) of the Articles of the Corporation is hereby amended to read as follows: "(E) The mailing address of the corporation is 191 Seventh Avenue, Suite 4N, New York, NY 10011."
- C. Article IV, Paragraph (D) of the Articles of the Corporation is hereby amended to read as follows: "No part of the net earnings of this corporation shall be distributed to or inure to the benefit of any incorporator, member, director, or other officer of this corporation, contributor or private individual; provided, however, that funds may be distributed to the Sole Member if in furtherance of the exempt purposes of the corporation and in compliance with the Internal Revenue Code of 1986, as amended ("IRC") with respect to the Corporation's tax-exempt status under Section 501(c)(3) thereof. In the event of dissolution, winding up, or other liquidation of the assets of this corporation, its assets shall be distributed to the Sole Member or other non-profit and charitable corporations or institutions as shall qualify for exemption under Section 501(c)(3) of the IRC (including the Sole Member), and as may be designated by the Directors to be used for purposes similar to those of this corporation."
- D. Article V of the Articles of the Corporation is hereby amended to read as follows: "The Corporation shall be a membership corporation. HealthCorps, Inc., a New York not-for-profit corporation, shall be its sole member ("Sole Member")."
- E. The first paragraph of Article VI of the Articles of the Corporation is hereby amended to read as follows: "The management of the corporation shall be vested in the Board of Directors. The number of Directors of the corporation shall be not less than three (3). Directors may be elected and removed only by the affirmative vote of the Sole Member. The number of Directors may be increased or decreased as set forth in the Bylaws of the corporation, and said Bylaws may be amended from time to time by the affirmative vote of (i) a majority of Directors and (ii) the affirmative vote of the Sole Member."


- F. Article VIII of the Articles of the Corporation is hereby amended to read as follows: "These Articles of Incorporation may be amended only by (i) an affirmative vote of no less than a majority of Directors, and (ii) the affirmative vote of the Sole Member."
- G. Article IX of the Articles of the Corporation is hereby amended to read in its entirety as follows: "The Bylaws of the corporation may be amended only by the affirmative vote of (i) a majority of Directors, and (ii) the affirmative vote of the Sole Member."
- H. Article X of the Articles of the Corporation is hereby amended to read as follows: "The corporation is a Corporation Not-For-Profit as defined in Section 617.2001, Florida Statutes. The corporation is not formed for pecuniary profit. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, directors, 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 III hereof; provided, however, that funds may be distributed to the Sole Member if in furtherance of the exempt purposes of the corporation and in compliance with the IRC with respect to the Corporation's tax-exempt status under Section 501(c)(3) thereof."

3. The action to amend the Articles of the Corporation was approved by a majority vote of the board of directors as of June 12, 2008.

4. The Corporation has no members.

WHEREFORE, the undersigned requests the Secretary of State, upon being satisfied that all statutory requirements have been complied with, to file these Articles of Amendment in accordance with the provisions of the Chapter 617 of the Florida Statutes.

DATED: June 12, 2008



Name: Dr. Mehmet Oz
Title: Chairman