

N02000003547

TRANSMITTAL LETTER

JULY 29, 2002

DEPARTMENT OF STATE
DIVISION OF CORPORATION
409 E. GAINES STREET
TALLAHASSEE, FLORIDA, 32399, USA.

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-08/06/02--01036--003
*****43.75 *****43.75

DEAR: SIR/MADAME,

SUBJECT: ARTICLES OF AMENDMENT

Enclosed as per your request are two original articles of amendment signed. Please act favorable on filing the articles of amendment for FOUNDATION FOR PEDIATRIC EMERGENCY CARE, DEVELOPMENT & RESEARCH CORP, INC.

The document number of the corporation is: N02000003547

Filing fee	\$35.00
Certified Copy	\$8.75
Total	\$43.75

Once filed please return to:

DR. ROBERT E. BLUMENREICH-CHAIRMAN/PRESIDENT/CEO
FOUNDATION FOR PEDIATRIC EMERGENCY CARE, DEVELOPMENT &
RESEARCH CORP, INC.

THE DOCUMENT NUMBER OF CORPORATION IS: N02000003547

13302 LAKEPOINT CIRCLE,
COOPER CITY, FLORIDA, 33330, USA.

DAYTIME TELEPHONE NUMBER - 1-954-5798008

650-8578

FILED
02 AUG -6 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Amend
T. Lewis 8/13/02*

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
FOUNDATION FOR PEDIATRIC EMERGENCY CARE, DEVELOPMENT &
RESEARCH CORP.

N02000003547

DOCUMENT NUMBER OF CORPORATION

PURSUANT TO THE PROVISIONS OF SECTION 617.1006, FLORIDA STATUTES, THE UNDERSIGNED FLORIDA
NONPROFIT CORPORATION ADOPTS THE FOLLOWING ARTICLES OF AMENDMENT TO ITS ARTICLES OF
INCORPORATION.

First: To AMEND ARTICLE THREE OF THE ARTICLES OF INCORPORATION TO ADD:

I. PURPOSES OF THE CORPORATION:

Said corporation/organization is organized exclusively for charitable, educational, religious or scientific purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

To promote the provision of effective health care to pediatric patients.

- (a) To promote better care and outcomes for children.
- (b) To provide the best care to every patient every day through integrated clinical practice, education and research.
- (c) To provide care to children during all phases of the pediatric life cycle.
- (d) To provide extensive educational opportunities regarding preventative health issues of children.
- (e) To propose, plan and design the first pediatric urgent care center in the nation.
- (f) This organization shall not discriminate on the basis of political or religious affiliation, marital status, race, color, creed, national origin, gender, age or disability of individuals.
- (g) The corporation shall conduct any and all lawful activities that may or may not be mentioned above, for the furtherance or accomplishment of the foregoing purposes, provided that such activities would not endanger the Corporation's not-for-profit status under section 501 (c) (3) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

II. INTERNAL REVENUE SERVICE PROHIBITED PROVISIONS:

Said corporation/organization is organized exclusively for charitable, educational, religious or scientific purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

No part of the net earnings of the corporation/organization shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that the corporation/organization shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of Section 501(c)(3) purposes set forth in Articles Third hereof.

No substantial part of the activities of the corporation/organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation/organization 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/organization shall not carry on any other activities not permitted to be carried on (a) by a corporation/organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax code) or (b) by a corporation/organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

Upon dissolution of this corporation/organization assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, i.e. charitable, educational, religious or scientific, or corresponding section of any future federal tax code, or shall be distributed to the Federal government, or to a state or local government for a public purpose.

However, if the named recipient is not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of this corporation/organization shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purposes specified in Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

Second: The date of adoption of the amendment was: 3rd day of July, 2002.

Third: Adoption of Amendment: Membership approval not required. Membership shall consist only of the members of the board of directors. The amendment was adopted by the directors and the number of votes cast for the amendment was sufficient for approval.


DR. ROBERT E. BLUMENREICH-PRESIDENT/CEO

DR. ROBERT E. BLUMENREICH
TYPE OR PRINT NAME

President/Ceo
TITLE

July 3, 2002
DATE