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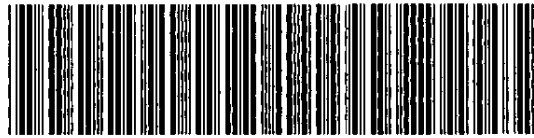
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FILED
10 JAN 15 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
C.COULLIETTE
JAN 19 2010
EXAMINER

STEVEN A. SCIARRETTA, P.A.

ATTORNEYS AT LAW

STEVEN A. SCIARRETTA
LL.M. IN TAXATION

THE HAMILTON
2799 NW Boca Raton Blvd., #203
Boca Raton, Florida 33431
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TWO DAY UPS

January 14, 2010

Secretary of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Henrietta Countess de Hoernle Foundation, Inc.

Dear Sir/Madam:

Enclosed herein you will find for filing, in duplicate original, an Amendment to Articles of Incorporation for the above noted not-for-profit Corporation.

Finally, enclosed herein you will find our check in the amount of \$35.00 as payment for fees due.

Once recorded, please return a stamped copy of this document to us for our records. A self-addressed, pre-paid, two day UPS envelope is enclosed for your convenience.

Sincerely,

STEVEN A. SCIARRETTA, P.A.

SAS/tib
Enclosure

**AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
HENRIETTA COUNTESS DE HOERNLE FOUNDATION, INC.**

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida not-for-profit corporation adopts the following Articles of Amendment to its' Articles of Incorporation:

FIRST: Amendment adopted:

ARTICLE V – MANAGEMENT

The Management requirements of the corporation are hereby changed as follows:

All power and authority of the Corporation shall vest in and be exercised by its Board of Directors, which shall manage and direct the affairs of the Corporation in accordance with applicable Law and as provided by the Bylaws of the Corporation. The number of Directors shall be as provided by the Bylaws of the Corporation, but the Board of Directors shall at all times consist of two (2) or more members. The method of electing members of the Board of Directors shall be as provided by the Bylaws of the Corporation. The Voting and other Rights of the members of the Board of Directors shall be as provided in the Bylaws of the Corporation.

SECOND: Amendment adopted:

ARTICLE VI – BOARD OF DIRECTORS

The current board of directors shall consist of:

Henrietta Countess de Hoernle

Boca Raton, FL

Carolina Wagman

York, PA

FILED
10 JAN 15 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

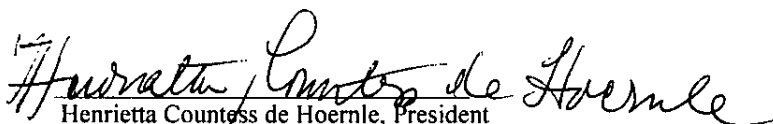
THIRD: The date of each Amendment's adoption is January 8, 2010

FOURTH: Adoption of Amendment:

These Amendments were approved by unanimous vote of the Directors, which is sufficient for approval of the Amendments, *there are no members to vote.*

Signed this 8th day of January, 2010.

Signature:


Henrietta Countess de Hoernle, President