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August 18, 2004

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

The Henry McBride Foundation, Inc.

Filing Evidence

- ☒ Plain/Confirmation Copy
- ☐ Certified Copy

Retrieval Request

- ☐ Photocopy
- ☐ Certified Copy

Type of Document

- ☐ Certificate of Status
- ☐ Certificate of Good Standing
- ☐ Articles Only
- ☐ All Charter Documents to Include Articles & Amendments
- ☐ Fictitious Name Certificate
- ☐ Other

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
THE HENRY MCBRIDE FOUNDATION, INC.

FILED
04 AUG 18 AM 10:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Corporation, in accordance with the Florida Not For Profit Corporation Act and its Bylaws, hereby adopts the following Articles of Amendment:

1. The name of the Corporation is THE HENRY MCBRIDE FOUNDATION, INC.

2. Article VI of this Corporation's Articles of Incorporation is hereby amended in its entirety so as to read, after amendment, as follows:

"ARTICLE VI

"MEMBERSHIP

"This corporation shall be organized on a nonstock basis and shall not issue shares of stock or member certificates.

"Until the death of the second to die of Maximilian H. Miltzlaff and Christien A. Ducker: (i) There shall be only one member of this corporation; (ii) Such member shall elect the Directors of this corporation and shall have the power to remove Directors and to amend these Articles of Incorporation; (iii) The initial member shall be Maximilian H. Miltzlaff; (iv) Such membership shall be fully transferable by the member, provided that such transfer shall not disqualify this corporation from being (i) exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (ii) able to receive contributions which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, or the corresponding provision of any subsequent federal tax laws.

"Beginning as of the date of the second to die of Maximilian H. Miltzlaff and Christien A. Ducker, and thereafter, all membership in this corporation shall terminate and this corporation shall have no members."

3. Article VII of this Corporation's Articles of Incorporation is hereby amended in its entirety so as to read, after amendment, as follows:

"ARTICLE VII

"BOARD OF DIRECTORS

"Control of the affairs of the corporation shall be vested in the Board of Directors. The number of Directors may be increased or decreased as provided in the Bylaws, but shall never be less than three (3) Directors. The Board of Directors may be organized into one (1) or more separate categories of Directors as provided in the Bylaws. The names and addresses of the first members of the Board of Directors who shall serve until their successors are elected, as provided in the Bylaws, are:

Maximilian H. Miltzlaff
1430 Gulf Boulevard, Unit 610
Clearwater, Florida 33767-2839

Christien A. Ducker
58 Newtown Avenue
Norwalk, Connecticut 06851

Christine Lawrence-Bell
58 Newtown Avenue
Norwalk, Connecticut 06851

Michael P. Spizzirri
280 Davis Avenue
Greenwich, Connecticut 06830

"Until the death of the second to die of Maximilian H. Miltzlaff and Christien A. Ducker: (i) The Directors shall be elected on an annual basis by the member of the corporation in the manner which shall be provided in the Bylaws, but the term of office of any Director may be for a period of more than one (1) year as provided in the Bylaws; (ii) Vacancies on the Board of Directors shall be

filled by the member of the corporation by electing new Directors as provided in the Bylaws.

"Beginning as of the date of the second to die of Maximilian H. Miltzlaff and Christien A. Ducker, and thereafter, the Board of Directors shall be a self-perpetuating body and new Directors shall be elected by ongoing Directors as provided in the Bylaws."

4. Article XI of this Corporation's Articles of Incorporation is hereby amended in its entirety so as to read, after amendment, as follows:

"ARTICLE XI


"AMENDMENT OF ARTICLES

"Until the death of the second to die of Maximilian H. Miltzlaff and Christien A. Ducker, these Articles of Incorporation may be amended by the member of the corporation from time to time.

"Beginning as of the date of the second to die of Maximilian H. Miltzlaff and Christien A. Ducker, and thereafter, these Articles of Incorporation may be amended by the Board of Directors in the manner provided in the Bylaws."

5. This Amendment has been adopted by the sole member of the Corporation, pursuant to the Written Action in Lieu of a Special Meeting of the Member of THE HENRY MCBRIDE FOUNDATION, INC. dated 17th JULY, 2004, which is sufficient to approve the adoption of the Amendment.

IN WITNESS WHEREOF, the undersigned have executed and signed these Articles of Amendment on behalf of the Corporation this 19th day of JULY, 2004.

THE HENRY MCBRIDE FOUNDATION, INC.,
a Florida not for profit corporation
By: 
Christien A. Ducker, President