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SECRETARY OF STATE
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT OF
THE ARTICLES OF INCORPORATION
OF
EPISCOPAL CHILDREN'S SERVICES FOUNDATION, INC.**

A. The name of the corporation is Episcopal Children's Services Foundation, Inc. (the "Corporation").

B. The Articles of Incorporation of the Corporation were filed with the Florida Secretary of State on December 21, 2004.

C. An amendment to the Articles of Incorporation was adopted: (i) on December 20, 2007 by the Board of Trustees of Episcopal Children's Services, Inc., who are the Members of the Corporation, and (ii) on November 29, 2007 by the Board of Directors of the Corporation to modify the manner of distribution of the assets of the Corporation in the event of the dissolution of the Corporation or the winding up of its affairs by amending the fifth unnumbered paragraph of ARTICLE V.-PURPOSES of the Articles of Incorporation in its entirety as follows:

" Upon the dissolution of the Foundation or the winding up of its affairs, the assets of the Foundation shall be distributed to Episcopal Children's Services, Inc., a Florida corporation not for profit, or if for any reason such corporation cannot or will not receive such assets, then the same shall be distributed to charitable, religious, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended. "

There are no other amendments to the Articles of Incorporation, except as stated above.

D. The Members of the Corporation were entitled to vote on this amendment, and the number of votes cast for the amendment was sufficient for approval by the Members.

IN WITNESS WHEREOF, Episcopal Children's Services Foundation, Inc. has caused these Articles of Amendment of the Articles of Incorporation to be signed in its name by its Chair this 29th day of February, 2008.

**EPISCOPAL CHILDREN'S SERVICES
FOUNDATION, INC.**

By: *Deborah G. Haed*
Chair

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