

NO 7056

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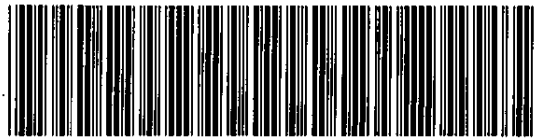
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APPROVED
AND
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10 MAR 11 PM 12:39

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten signature
3/12/10
14

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Healthcare Cost Containment United Association, Inc.

DOCUMENT NUMBER: N07056

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

Please return all correspondence concerning this matter to the following:

Lynn S. Morgan

(Name of Contact Person)

Healthcare Cost Containment United Association, Inc.

(Firm/ Company)

2300 Corporate Blvd NW, Suite 131

(Address)

Boca Raton, FL 33431

(City/ State and Zip Code)

lmorgan@hccua.org

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Lynn S. Morgan

(Name of Contact Person)

at (561) 998-5892

(Area Code & Daytime Telephone Number)

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

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☒ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

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
of

Healthcare Cost Containment United Association, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

N07056

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or " Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

*(Principal office address **MUST BE A STREET ADDRESS**)*

C. Enter new mailing address, if applicable:

*(Mailing address **MAY BE A POST OFFICE BOX**)*

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

New Registered Office Address:

(Florida street address)

(City)

Florida

(Zip Code)

APPROVED
AND
FILED

10 MAR 11 PM 12:39

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

(Attach additional sheets, if necessary)

Page 2 of 3

The date of each amendment(s) adoption: March 8, 2010
(date of adoption is required)

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated March 8, 2010

Signature Lynn S. Morgan
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Lynn S. Morgan
(Typed or printed name of person signing)

President
(Title of person signing)

State of Florida



Department of State

I certify from the records of this office that HEALTH CARE CREDIT UNION ASSOCIATION, INC. which changed its name to HEALTHCARE COST CONTAINMENT UNITED ASSOCIATION, INC. on December 7, 2009, is a corporation organized under the laws of the State of Florida, filed on January 10, 1985.

The document number of this corporation is N07056.

I further certify that said corporation has paid all fees due this office through December 31, 2009, that its most recent annual report/uniform business report was filed on July 15, 2009, and its status is active.

I further certify that said corporation has not filed Articles of Dissolution.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Sixth day of January, 2010



CR2EO22 (01-07)


Kurt S. Browning
Secretary of State

CERTIFICATE OF RESTATEMENT
OF
ARTICLES OF INCORPORATION
OF
HEALTHCARE COST CONTAINMENT UNITED ASSOCIATION, INC.
A Florida Not For Profit Corporation

The corporation not for profit formed under Part 1 of Chapter 617, Florida Statutes, does hereby certify:

FIRST: That the current name for the not for profit corporation is Healthcare Cost Containment United Association, Inc. (the "Association").

SECOND: That the previous name of the Association was "Health Care Credit Union Association, Inc."

THIRD: That, at a meeting of the Board of Directors of the Association, resolutions were duly adopted setting forth a proposed amendment and restatement of the Articles of Incorporation of the Association (the "Amended and Restated Articles"), declaring the Amended and Restated Articles to be advisable and calling a meeting of the members of the Association for consideration thereof. The resolution setting forth the proposed Amended and Restated Articles is as follows:

RESOLVED, that Healthcare Cost Containment United Association, Inc., a Florida Not For Profit Corporation formed under Part 1 of Chapter 617, Florida Statutes, pursuant to the provisions of sections 617.1006 and 617.1007, Florida Statutes, adopts amendments to and restates its Articles of Incorporation so that, as amended, integrated and restated, said Articles of Incorporation shall be and read in full as follows:

ARTICLES OF INCORPORATION
OF
HEALTHCARE COST CONTAINMENT UNITED ASSOCIATION, INC.

ARTICLE I – NAME AND EXISTENCE

The name of the not for profit corporation (the "Association"), which shall have perpetual existence, shall be: **HEALTHCARE COST CONTAINMENT UNITED ASSOCIATION, INC.**

ARTICLE II – OFFICES

The address of the principal office of the Association in the State of Florida is 2300 Corporate Blvd NW, Suite 131, Boca Raton, Florida 33431. The name of the registered agent is David Glassberg, Esq. The address of the registered agent is 13615 South Dixie Highway, Miami, Florida 33176. The Association may establish other offices as provided in the bylaws of the Association (the "By-Laws").

ARTICLE III – PURPOSE

The purpose for which the Healthcare Cost Containment United Association, Inc. exists (the "Purpose") is to help its Members by providing or giving Members access to programs, privileges, services and benefits that can contribute to improving, maintaining and protecting the physical, financial and personal health and quality of life for themselves and their families. This Purpose includes, without limitation: (a) providing Members with information about credit unions and their products and services; (b) providing Members with information about, and access to, cost-effective options for healthcare and other benefits; and (c) providing Members access to such other ancillary and incidental benefits as the Board of Directors of the Association believes would contribute to the Members' overall well-being.

ARTICLE IV – NOT FOR PROFIT

The Association is not organized for pecuniary profit nor shall it have any power to issue shares of stock or declare dividends, and no part of its net earnings shall inure to the benefit of any member, director, trustee or individual, other than as may be permitted by law; provided, however, that reasonable compensation may be paid to any such persons or entities for services rendered to or for the Association in furtherance of its Purpose. The balance, if any of all money received by the Association from its operations, after the payment in full of all debts and obligations of the Association of whatsoever kind of nature, shall be used and distributed exclusively for carrying out only the Purpose of the Association set forth in Article III hereof. In the event of the dissolution of the Association or in the event it shall cease to carry out the objectives and purposes herein set forth, all business, property and assets of the Association shall be converted to cash and applied to satisfy just claims against the Association. All payments and claims being satisfied, the balance of assets shall be distributed subject to the applicable provisions of Florida Law.

ARTICLE V – BOARD OF DIRECTORS

The powers of the Association shall be exercised, its properties controlled, and its business and affairs conducted and managed by a Board of Directors (the "Board"). The Board shall have the power to locate and establish offices within and outside the state of Florida and make determinations regarding the Association's corporate existence within or outside the state of Florida, as determined from time to time by a vote of the Board. Each Board member (each a "Director") shall be at least eighteen (18) years of age and meet such other qualifications as may be set by resolution of the Board. If a person serving as a Director ceases to satisfy the qualifications required for Board eligibility, as determined by a majority of the other Directors, such person's Directorship shall automatically terminate upon such determination. The Board shall consist of not less than three (3) nor more than eleven (11) Directors, who shall be divided into classes ("Director Classes") serving staggered terms, and each Director shall belong to the specified class to which he or she is elected; provided, however, that the size of the Board may hereafter be changed at any time by amendment of the By-Laws or by resolution of the Board. The Board may from time to time designate one Director as Chairman of the Board and one Director as Vice-Chairman of the Board. Directors elected by Member vote will be elected at the Annual Meeting of the Members. Notwithstanding anything herein to the contrary, any Board vacancy arising between Annual Meetings of the Members, whether created by the death, resignation, termination or removal of a Director or an increase in the size of the Board, shall be filled by a majority vote of the Directors then in office or by the sole remaining Director, even though less than a quorum. Except as otherwise provided in this Section, each Director shall serve for the designated term and until his or her successor is elected or qualified

(unless the Board, at the annual meeting, determines that there is to be no such immediate successor), or until his or her death, resignation, termination or removal. Directors shall serve staggered terms of five (5) years and may serve successive terms. Terms for Class A Directors shall end as of the annual meeting of the Members in 2013 and then as of the Annual Meeting every fifth year thereafter. Terms of Class B Directors shall end as of the annual meeting of the Members in 2014 and then as of the annual meeting every fifth year thereafter. Terms for Class C Directors shall end as of the annual meeting of the Members in 2010 and then as of the annual meeting every fifth year thereafter. Terms for Class D Directors shall end as of the annual meeting of the Members in 2011 and then as of the annual meeting every fifth year thereafter. Terms for Class E Directors shall end as of the annual meeting of the Members in 2012 and then as of the annual meeting every fifth year thereafter. The term of any Director elected to fill a vacancy created by the death, resignation, termination or removal of another Director shall run for the remaining term of his or her predecessor in office, and until his or her successor is elected and qualified. The term of any Director elected to fill a new position on the Board shall be the same as the other members of the Director Class to which he or she is elected or as the Board may otherwise determine. The tenure of incumbent Directors shall not be affected by an increase or decrease in the size of the Board.

The names and addresses of the persons constituting the Board of Directors as of the effective date of these Restated Articles of Incorporation and who are to act in that capacity until the qualification of their successors are:

Martalia Lopez Cantera	7155 East Largo Drive, Coral Gables, FL 33143
Harvey Birnholz	16866 Knightsbridge, Boca Raton, FL 33484
Anne Thompson	13060 SW 107 Avenue, Miami, FL 33186
Jorge Martin	9450 SW 79 Street, Miami, FL 33173

ARTICLE VI – OFFICERS

The officers of the Association (“Officers”) shall be a president, vice-president, treasurer, assistant treasurer, and assistant secretary. Other offices and officers may be established and appointed by the Board, as provided in the By-Laws. The qualifications, the time and manner of election or appointment, the duties, the terms of office and the manner of removing Officers shall be as provided in the By-Laws.

The officers who are to serve until the next election or appointment of officers under the Restated Articles of Incorporation are:

Dr. Lynn S. Morgan, President
Martalia Lopez-Cantera, Vice-President
Harvey Birnholz, Treasurer
Jorge Martin, Assistant Treasurer
Anne Thompson – Assistant Secretary

ARTICLE VII – BY-LAWS

The Board of Directors shall have the power to adopt, make, alter, or repeal By-Laws of the Association. By-Laws will be adopted at the first meeting of the Board following the filing of this Certificate of Incorporation. The By-Laws and any amendments thereto shall be binding on all members of the Association.

ARTICLE VIII – MEMBERSHIP AND DUES

The conditions and rights of membership in the Association (“Membership”) shall be set forth in the By-Laws. The Board may establish one or more classes of Membership (“Classes”) having different qualification requirements and rights, including non-voting Classes, and may limit or restrict any voting right or rights to only a particular Class or Classes, to the exclusion of other Classes. The Association shall collect dues from its Members as may be provided under the By-Laws. Membership may not be transferred or inherited.

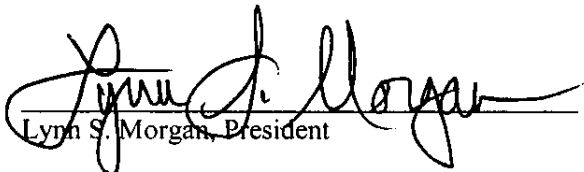
ARTICLE IX – MEETINGS

The Association shall hold regular meetings of the Members, not less than annually, to further the purposes of the Members and the Association, Members shall have voting privileges and Board representation as provided in the By-Laws. Other than as may be specifically permitted in the By-Laws, Members will not be permitted to vote at a meeting of Members or express consent or dissent outside such a meeting by proxy.

ARTICLE X – AMENDMENTS TO ARTICLES

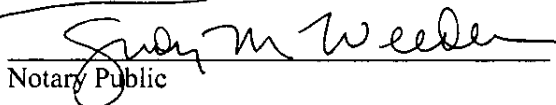
Amendments to this Certificate of Incorporation may be proposed by resolution of the Board and presented to the Members, and may be adopted at a meeting of the Members called for such purpose by a vote of the Members in attendance at such meeting and entitled to vote on such matter, in accordance with the By-Laws.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed and undersigned, as President of said corporation, hereunto signs their name and affirms that the statements made herein are true under the penalties of perjury this 8 day of March, 2010.


Lynn S. Morgan, President

County of Palm Beach

The Foregoing instrument was acknowledged before me on 3-8-2010 by Lynn S. Morgan
Who is personally known to me or provided _____ as identification.


Notary Public



**Articles of Amendment
to
Articles of Incorporation
of**

Healthcare Cost Containment United Association, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

N07056

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this **Florida Not For Profit Corporation** adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or " Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

*(Principal office address **MUST BE A STREET ADDRESS**)*

C. Enter new mailing address, if applicable:

*(Mailing address **MAY BE A POST OFFICE BOX**)*

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

New Registered Office Address:

(Florida street address)

_____, Florida
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

(Attach additional sheets, if necessary)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove

(attach additional sheets, if necessary). (Be specific)

See attached Restated Articles of Incorporation for Healthcare Cost Containment United Association, Inc.

[illegible]

The date of each amendment(s) adoption: March 8, 2010
(date of adoption is required)

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- ☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated March 8, 2010

Signature Lynn S. Morgan
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Lynn S. Morgan
(Typed or printed name of person signing)

President
(Title of person signing)

State of Florida



Department of State

I certify from the records of this office that HEALTH CARE CREDIT UNION ASSOCIATION, INC. which changed its name to HEALTHCARE COST CONTAINMENT UNITED ASSOCIATION, INC. on December 7, 2009, is a corporation organized under the laws of the State of Florida, filed on January 10, 1985.

The document number of this corporation is N07056.

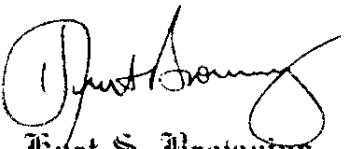
I further certify that said corporation has paid all fees due this office through December 31, 2009, that its most recent annual report/uniform business report was filed on July 15, 2009, and its status is active.

I further certify that said corporation has not filed Articles of Dissolution.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Sixth day of January, 2010



CR2EQ22 (01-07)


Kurt S. Browning
Secretary of State

CERTIFICATE OF RESTATEMENT
OF
ARTICLES OF INCORPORATION
OF
HEALTHCARE COST CONTAINMENT UNITED ASSOCIATION, INC.
A Florida Not For Profit Corporation

The corporation not for profit formed under Part 1 of Chapter 617, Florida Statutes, does hereby certify:

FIRST: That the current name for the not for profit corporation is *Healthcare Cost Containment United Association, Inc. (the "Association")*.

SECOND: That the previous name of the Association was "Health Care Credit Union Association, Inc."

THIRD: That, at a meeting of the Board of Directors of the Association, resolutions were duly adopted setting forth a proposed amendment and restatement of the Articles of Incorporation of the Association (the "Amended and Restated Articles"), declaring the Amended and Restated Articles to be advisable and calling a meeting of the members of the Association for consideration thereof. The resolution setting forth the proposed Amended and Restated Articles is as follows:

RESOLVED, that Healthcare Cost Containment United Association, Inc., a Florida Not For Profit Corporation formed under Part 1 of Chapter 617, Florida Statutes, pursuant to the provisions of sections 617.1006 and 617.1007, Florida Statutes, adopts amendments to and restates its Articles of Incorporation so that, as amended, integrated and restated, said Articles of Incorporation shall be and read in full as follows:

ARTICLES OF INCORPORATION
OF
HEALTHCARE COST CONTAINMENT UNITED ASSOCIATION, INC.

ARTICLE I – NAME AND EXISTENCE

The name of the not for profit corporation (the "Association"), which shall have perpetual existence, shall be: **HEALTHCARE COST CONTAINMENT UNITED ASSOCIATION, INC.**

ARTICLE II – OFFICES

The address of the principal office of the Association in the State of Florida is 2300 Corporate Blvd NW, Suite 131, Boca Raton, Florida 33431. The name of the registered agent is David Glassberg, Esq. The address of the registered agent is 13615 South Dixie Highway, Miami, Florida 33176. The Association may establish other offices as provided in the bylaws of the Association (the "By-Laws").

ARTICLE III – PURPOSE

The purpose for which the Healthcare Cost Containment United Association, Inc. exists (the "Purpose") is to help its Members by providing or giving Members access to programs, privileges, services and benefits that can contribute to improving, maintaining and protecting the physical, financial and personal health and quality of life for themselves and their families. This Purpose includes, without limitation: (a) providing Members with information about credit unions and their products and services; (b) providing Members with information about, and access to, cost-effective options for healthcare and other benefits; and (c) providing Members access to such other ancillary and incidental benefits as the Board of Directors of the Association believes would contribute to the Members' overall well-being.

ARTICLE IV – NOT FOR PROFIT

The Association is not organized for pecuniary profit nor shall it have any power to issue shares of stock or declare dividends, and no part of its net earnings shall inure to the benefit of any member, director, trustee or individual, other than as may be permitted by law; provided, however, that reasonable compensation may be paid to any such persons or entities for services rendered to or for the Association in furtherance of its Purpose. The balance, if any of all money received by the Association from its operations, after the payment in full of all debts and obligations of the Association of whatsoever kind of nature, shall be used and distributed exclusively for carrying out only the Purpose of the Association set forth in Article III hereof. In the event of the dissolution of the Association or in the event it shall cease to carry out the objectives and purposes herein set forth, all business, property and assets of the Association shall be converted to cash and applied to satisfy just claims against the Association. All payments and claims being satisfied, the balance of assets shall be distributed subject to the applicable provisions of Florida Law.

ARTICLE V – BOARD OF DIRECTORS

The powers of the Association shall be exercised, its properties controlled, and its business and affairs conducted and managed by a Board of Directors (the "Board"). The Board shall have the power to locate and establish offices within and outside the state of Florida and make determinations regarding the Association's corporate existence within or outside the state of Florida, as determined from time to time by a vote of the Board. Each Board member (each a "Director") shall be at least eighteen (18) years of age and meet such other qualifications as may be set by resolution of the Board. If a person serving as a Director ceases to satisfy the qualifications required for Board eligibility, as determined by a majority of the other Directors, such person's Directorship shall automatically terminate upon such determination. The Board shall consist of not less than three (3) nor more than eleven (11) Directors, who shall be divided into classes ("Director Classes") serving staggered terms, and each Director shall belong to the specified class to which he or she is elected; provided, however, that the size of the Board may hereafter be changed at any time by amendment of the By-Laws or by resolution of the Board. The Board may from time to time designate one Director as Chairman of the Board and one Director as Vice-Chairman of the Board. Directors elected by Member vote will be elected at the Annual Meeting of the Members. Notwithstanding anything herein to the contrary, any Board vacancy arising between Annual Meetings of the Members, whether created by the death, resignation, termination or removal of a Director or an increase in the size of the Board, shall be filled by a majority vote of the Directors then in office or by the sole remaining Director, even though less than a quorum. Except as otherwise provided in this Section, each Director shall serve for the designated term and until his or her successor is elected or qualified

(unless the Board, at the annual meeting, determines that there is to be no such immediate successor), or until his or her death, resignation, termination or removal. Directors shall serve staggered terms of five (5) years and may serve successive terms. Terms for Class A Directors shall end as of the annual meeting of the Members in 2013 and then as of the Annual Meeting every fifth year thereafter. Terms of Class B Directors shall end as of the annual meeting of the Members in 2014 and then as of the annual meeting every fifth year thereafter. Terms for Class C Directors shall end as of the annual meeting of the Members in 2010 and then as of the annual meeting every fifth year thereafter. Terms for Class D Directors shall end as of the annual meeting of the Members in 2011 and then as of the annual meeting every fifth year thereafter. Terms for Class E Directors shall end as of the annual meeting of the Members in 2012 and then as of the annual meeting every fifth year thereafter. The term of any Director elected to fill a vacancy created by the death, resignation, termination or removal of another Director shall run for the remaining term of his or her predecessor in office, and until his or her successor is elected and qualified. The term of any Director elected to fill a new position on the Board shall be the same as the other members of the Director Class to which he or she is elected or as the Board may otherwise determine. The tenure of incumbent Directors shall not be affected by an increase or decrease in the size of the Board.

The names and addresses of the persons constituting the Board of Directors as of the effective date of these Restated Articles of Incorporation and who are to act in that capacity until the qualification of their successors are:

Martaligia Lopez Cantera	7155 East Largo Drive, Coral Gables, FL 33143
Harvey Birnholz	16866 Knightsbridge, Boca Raton, FL 33484
Anne Thompson	13060 SW 107 Avenue, Miami, FL 33186
Jorge Martin	9450 SW 79 Street, Miami, FL 33173

ARTICLE VI – OFFICERS

The officers of the Association (“Officers”) shall be a president, vice-president, treasurer, assistant treasurer, and assistant secretary. Other offices and officers may be established and appointed by the Board, as provided in the By-Laws. The qualifications, the time and manner of election or appointment, the duties, the terms of office and the manner of removing Officers shall be as provided in the By-Laws.

The officers who are to serve until the next election or appointment of officers under the Restated Articles of Incorporation are:

Dr. Lynn S. Morgan, President
Martaligia Lopez-Cantera, Vice-President
Harvey Birnholz, Treasurer
Jorge Martin, Assistant Treasurer
Anne Thompson – Assistant Secretary

ARTICLE VII – BY-LAWS

The Board of Directors shall have the power to adopt, make, alter, or repeal By-Laws of the Association. By-Laws will be adopted at the first meeting of the Board following the filing of this Certificate of Incorporation. The By-Laws and any amendments thereto shall be binding on all members of the Association.

ARTICLE VIII – MEMBERSHIP AND DUES

The conditions and rights of membership in the Association ("Membership") shall be set forth in the By-Laws. The Board may establish one or more classes of Membership ("Classes") having different qualification requirements and rights, including non-voting Classes, and may limit or restrict any voting right or rights to only a particular Class or Classes, to the exclusion of other Classes. The Association shall collect dues from its Members as may be provided under the By-Laws. Membership may not be transferred or inherited.

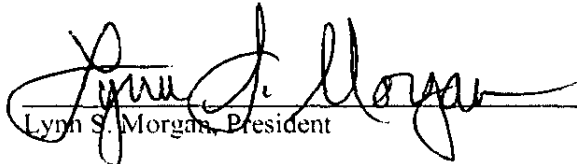
ARTICLE IX - MEETINGS

The Association shall hold regular meetings of the Members, not less than annually, to further the purposes of the Members and the Association. Members shall have voting privileges and Board representation as provided in the By-Laws. Other than as may be specifically permitted in the By-Laws, Members will not be permitted to vote at a meeting of Members or express consent or dissent outside such a meeting by proxy.

ARTICLE X – AMENDMENTS TO ARTICLES

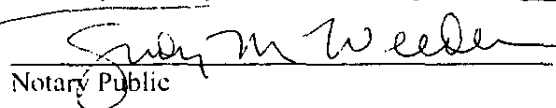
Amendments to this Certificate of Incorporation may be proposed by resolution of the Board and presented to the Members, and may be adopted at a meeting of the Members called for such purpose by a vote of the Members in attendance at such meeting and entitled to vote on such matter, in accordance with the By-Laws.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed and undersigned, as President of said corporation, hereunto signs their name and affirms that the statements made herein are true under the penalties of perjury this 8 day of March, 2010.


Lynn S. Morgan, President

County of Palm Beach

The Foregoing instrument was acknowledged before me on 3-8-2010 by Lynn S Morgan
Who is personally known to me or provided _____ as identification.


Notary Public

