

NO80000011319

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

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(Business Entity Name)

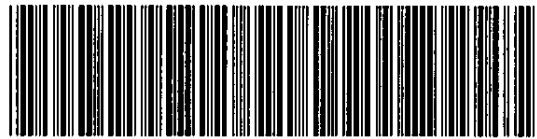
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*Amend*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
09 APR 10 PM 2:47

T. Roberts APR 14 2009



A Legal Professional Association

Amy E. Brown  
Direct Dial: 513-977-3486  
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Direct Fax: 513-762-0037  
abrown@katzteller.com

April 9, 2009

VIA FEDERAL EXPRESS

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

**Re: iTRACE Foundation, Inc.**

Dear Ladies & Gentlemen:

Attached for filing, in duplicate, are the Articles of Amendment of the above entity. Also enclosed is our firm's check in the amount of \$35.00 to cover the requisite filing fee. Upon completion, please return evidence in the envelope provided.

Should you have any questions please call me.

Sincerely,

Amy E. Brown,  
Corporate Paralegal

Enclosures

cc: Joel S. Brant, Esq. (via email w/enc)  
Whitney B. Maxson, Esq. (via email w/ enc)

KTBH: 4824-0817-6387, v. 1

Articles of Amendment  
to  
Articles of Incorporation  
of

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
09 APR 10 PM 2:47

iTRACE Foundation, Inc.

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

N08000011319

(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)

8201 Peters Road, Suite 1000

Plantation, FL 33324

**C. Enter new mailing address, if applicable:**

(Mailing address MAY BE A POST OFFICE BOX)

8201 Peters Road, Suite 1000

Plantation, FL 33324

**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*

**If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:**  
(Attach additional sheets, if necessary)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
<u>Dir</u>	<u>Michelle Slane</u>	<u>8201 Peters Rd Ste 1000</u>   Add	
		<u>Plantation FL 33324</u>   Remove	
<u>Dir</u>	<u>Tomas M. Madayag</u>	<u>8201 Peters Rd Ste 1000</u>   Add	
		<u>Plantation FL 33324</u>   Remove	
<u>Dir</u>	<u>Michele Alexandria Raya</u>	<u>8201 Peters Rd Ste 1000</u>   Add	
		<u>Plantation FL 33324</u>   Remove	
		<u>see additional attachment</u>	

**E. If amending or adding additional Articles, enter change(s) here:**  
(attach additional sheets, if necessary). (Be specific)

**Please see attachment.**

The date of each amendment(s) adoption: March 20, 2009

Effective date if applicable: \_\_\_\_\_

*(no more than 90 days after amendment file date)*

Adoption of Amendment(s)

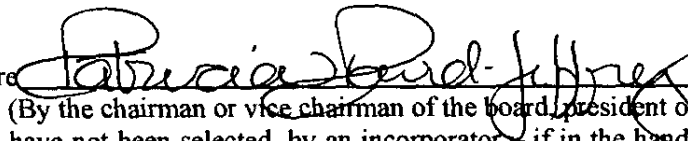
**(CHECK ONE)**

☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.

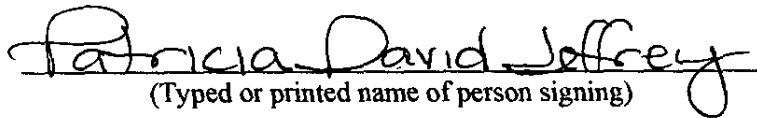
☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated \_\_\_\_\_

Signature



(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)

  
(Typed or printed name of person signing)

\_\_\_\_\_  
(Title of person signing)

Attachment to Amendment to Articles of Incorporation

of

iTRACE Foundation, Inc.

If amending the Officers and/or Directors, enter change(s) here:

Additional Directors:

Director:

Jennifer Litt

8201 Peters Rd Ste 1000

Plantation FL 33324

Director:

Rosalie M. Labate

8201 Peters Rd Ste 1000

Plantation FL 33324

KTBH: 4832-1341-7219, v. 1

Attachment to Amendment to Articles of Incorporation

of

iTRACE Foundation, Inc.

E. If amending or adding additional Articles, enter change(s) here:

"Article III. The specific purpose for which this corporation is organized is:

Studying and researching how healthcare services are delivered in comparative international healthcare systems and to improve the delivery.

The corporation is formed otherwise than for the pecuniary gain or profit of, and no part of the net earnings of the corporation shall inure to the benefit of or be distributable to, its members, directors, officers, or other private persons; provided, that the corporation may pay reasonable compensation for services rendered, make payments and distributions in furtherance of its purposes, and distribute its assets on dissolution in accordance with these articles. No substantial part of the activities of the corporation shall be carrying on propaganda or otherwise attempting to influence legislation. The corporation shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation described in section 501(c)(3) and exempt from taxation under section 501(a) of the Code, or by a corporation contributions to which are deductible under section 170(c)(2) of the Code.

Upon the dissolution of the corporation, the directors shall wind up the affairs of the corporation as speedily as practicable and, after paying or adequately providing for the payment of all known obligations of the corporation, distribute the remainder of the assets of the corporation exclusively for the purposes of the corporation or to organizations organized and operated exclusively for the purposes of the corporation described in Section 501(c)(3) and exempt from taxation under Section 501(a) of the Code in such manner as the directors shall determine. Any such assets not so distributed shall be applied as may be directed by a court of competent jurisdiction in an action brought in accordance with Section 1702.49(D)(2)(c) of the Ohio Nonprofit Corporation Law (or the corresponding provision of any subsequent Ohio corporation law) exclusively for such purposes or to such organizations which are organized and operated exclusively for such purposes.

The corporation is a private foundation as defined in section 509 of the Code:

(a) The corporation shall not engage in any act of self-dealing as defined in section 4941(d) which would give rise to any liability for any tax imposed by section 4941 of the Code.

(b) The corporation shall not retain any excess business holdings as defined in section 4943(c) which would give rise to any liability for any tax imposed by section 4943 of the Code.

(c) The corporation shall not make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of section 4944, so as to give rise to any liability for any tax imposed by section 4944 of the Code.

(d) The corporation shall not make any taxable expenditures as defined in section 4945(d) which would give rise to any liability for any tax imposed by section 4945 of the Code.

(e) The corporation shall, for the purposes specified in these articles, distribute at such time and in such manner, for each taxable year, amounts at least sufficient to avoid liability for any tax imposed by section 4942 of the Code."

KTBH: 4824-2547-4051, v. 1