

Orlando Day Nursery Foundation, Inc.
100 West Anderson Street
Orlando, Florida 32801

February 17, 1998

Division of Corporations
P. O. Box 6327
Tallahassee, Fl 32314

N24158

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*****87.50 *****87.50

Enclosed herewith, please find Amended Articles of Incorporation for the Orlando Day Nursery Foundation, Inc. We believe they are prepared in accordance with F.S. 617 and request your filing of same.

Also enclosed herewith is our check in the amount of Eighty-Seven Dollars and fifty cents (\$87.50) for filing fee and for a certified copy of the Amended Articles.

Should you have any questions concerning this filing, please contact William R. Martin, our Treasurer. His telephone number is 407 644 0534.

Very truly yours,

Jane Wing
Ms Jane Wing, President

Enclosures: As delineated

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
AND
FILED

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Amend
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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ORLANDO DAY NURSERY FOUNDATION, INC**

Pursuant to the provisions of Section 617.1006, Florida Statutes, this Florida Not-for-Profit Corporation adopts the following articles of amendment to its articles of incorporation.

AMENDMENTS ADOPTED

ARTICLE II, PARAGRAPH I, of the original Articles of Incorporation is Amended by deleting the phrase "are required to" and inserting the word "must".

ARTICLE V, THIRD PARAGRAPH, of the original Articles of Incorporation is Amended by inserting the word "Foundation" to precede the phrase "Board of Directors or appropriate committee."

ARTICLE VI, TITLE, PARAGRAPH A and B, of the original Articles of Incorporation, are deleted and the following Article VI Title, Paragraph A, B, and B2 inserted in lieu thereof.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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ARTICLE VI FOUNDATION BOARD OF DIRECTORS

VI (a) The Board of Directors shall be composed of the duly elected President of the Orlando Day Nursery Association, INC., serving as an ex officio member, Three (3) other members of the Orlando Day Nursery Association as appointed by that Board in October for one year and SIX (6) members at large of the Orlando Day Nursery Association,

who shall be nominated by the Foundation or its designated committee and elected by the general membership of the Foundation for three year terms which election shall be held IN October of each year contemporaneously with the election of Officers of the Orlando Day Nursery Foundation

VI (b) During the first election under this provision of the by-Laws, two directors at large shall be elected for a one year term, two directors at large shall be elected for a two year term, and two directors at large shall be elected for a three year term. Upon expiration, of the term of each director, the other Directors or special committee shall present a minimum of one nominee for election for a three year term,

VI (B1) Any vacancy occurring in the position of Director at Large between elections shall be filled by the remaining FOUNDATION directors through the selection of a replacement director to serve the unfinished term of the directorship vacated.

VI (B2) Directors at Large may serve but two terms consecutively, however may be nominated for the position of Director-at-Large after an Absence from the board for one year..

ARTICLE VIII (b), of the original Articles of Incorporation is deleted and the following Article VIII (b) inserted in lieu thereof.

VIII (b) Upon the written notice of at least ten days, the Bylaws may

be amended, altered, or rescinded at any regular or special called meeting, by a positive vote of at least two-thirds (2/3) of the total membership of the then constituted Foundation Board of Directors

ARTICLE IX, of the original Articles of Incorporation is deleted and the following Article IX is substituted therefor

IX. These Articles of Incorporation may be amended by a positive vote of at least two-thirds (2/3) of the total membership of the then constituted Foundation Board of Directors after ratification by a majority of votes of all members of the Orlando Day Nursery Foundation present at a special meeting of the membership called for the particular purpose of amending the Articles of Incorporation.

ARTICLE XV, of the original Articles of Incorporation is deleted, and the following Article XV is substituted in lieu thereof.

XV. No person shall, on the grounds of gender, race, color, religion, national origin, disabilities, veteran or marital status be excluded from participation in or be denied the benefit of or be subjected' to discrimination' under any program or activity of the Foundation.

**DATE OF ADOPTION OF THESE ARTICLES OF AMENDMENT-
OCTOBER 7, 1997**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
AND
FILED

**THESE ARTICLES OF AMENDMENT WERE RATIFIED BY THE
MEMBERSHIP AND APPROVED BY THE BOARD OF
DIRECTORS THE NUMBER OF VOTES CAST FOR THE
AMENDMENTS WERE SUFFICIENT FOR APPROVAL**

Signed this 17th day of February, 1998

Signature *Jane Wray* President