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**N44113**  
**Florida Department of State**  
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN**  
**QUAIL WEST FOUNDATION, INC.**

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**ARTICLES OF AMENDMENT TO FIFTH AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
QUAIL WEST FOUNDATION, INC.  
(a Florida Not For Profit Corporation)**

The undersigned hereby certify that by written consent of a quorum of Members of **QUAIL WEST FOUNDATION, INC.**, a Florida not for profit corporation, more than 2/3rds of the Members voted to amend the Fifth Amended and Restated Articles of Incorporation of Quail West Foundation, Inc., a Florida not for profit corporation, filed April 21, 2022, with the Secretary of State, State of Florida, bearing Document Number N44113, as thereafter amended, as follows:

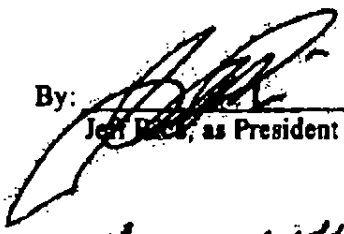
Article 10 is amended and restated as follows:

**ARTICLE 10  
DIRECTORS AND OFFICERS CONFLICTS OF INTEREST**

No Director, officer or advisory committee member may be present for, participate in any discussion of, or vote to authorize a contract or transaction in which the Director, officer or committee member has a financial interest, whether directly or indirectly. Financial interest in this context shall include, but not be limited to, any interest of a spouse, significant other or immediate family member. Any such interest in a contract or transaction shall be disclosed to the Board or committee by the interested Director, officer or committee member no less than five (5) business days prior to the date such contract is considered, entered into or such transaction occurs, as applicable. When such a conflict of interest exists, the Director, officer or committee member cannot vote on the action (i.e., abstain) and should remove himself/herself from the meeting when the matter comes up on the agenda for discussion and/or vote.

**IN WITNESS WHEREOF**, the undersigned authorized representatives execute these Articles of Amendment to Articles of Incorporation of Quail West Foundation, Inc., a Florida not for profit corporation, on this 29 day of January 2025.

**QUAIL WEST FOUNDATION, INC., a  
Florida not for profit corporation**

By:   
Jeff Rice, as President

By:   
Sally Kozel, as Secretary

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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