

N95000004629

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

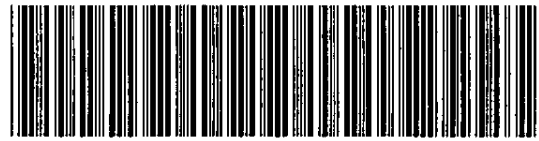
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



900136723909

10/08/08--01017--025 ...**43..75

FILED
08 OCT 31 PM 1:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Amund Rotat
* 2c 11/30/08*

* **COVER LETTER**

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: C.A.U. Cedars, Inc.

DOCUMENT NUMBER: N95000004629

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

Please return all correspondence concerning this matter to the following:

Joseph P. Wiedorfer

(Name of Contact Person)

The NHP Foundation

(Firm/ Company)

1090 Vermont Ave, NW, Suite 400

(Address)

Washington, DC 20005

(City/ State and Zip Code)

For further information concerning this matter, please call:

Sharon M. Koch

(Name of Contact Person)

at (410) 992-6730

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 15, 2008

JOSEPH P. WIEDORFER
1090 VERMONT AVE, NW, SUITE 400
WASHINGTON, DC 20005

SUBJECT: C.A.U. EAGLES POINTE, INC.
Ref. Number: N9600005532

We have received your document for C.A.U. EAGLES POINTE, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must state that there are no members or members entitled to vote.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6916.

Carol Mustain
Regulatory Specialist II

Letter Number: 008A00053863

**AMENDMENT TO THE
AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
C.A.U. CEDARS, INC.**

(a nonprofit corporation)
(Document Number N95000004629)

FILED
08 OCT 31 PM 1:28
SECRETARY OF STATE
ANTHONY P. FLORES

The undersigned, Joseph P. Wiedorfer, being at least eighteen years of age and the President of C.A.U. Cedars, Inc. does hereby amend the Amended and Restated Articles of Incorporation of C.A.U. Cedars, Inc. as follows:

The Articles are hereby amended as follows:

ARTICLE TWO, Section 6 is hereby deleted in its entirety and the following inserted in lieu thereof:

- “6. Article IX has been amended to changes the number of members of the Board of Directors to four (4) directors and to provide for an Independent Director and to provide for the unanimous consent of the directors for certain corporate actions, and to list the names and addresses of those persons currently serving on the Board of Directors.”

ARTICLE IX is hereby deleted in its entirety and the following inserted in lieu thereof:

“ARTICLE IX: The Corporation shall have four (4) directors, one of which shall always be an independent director (“Independent Director”). The term “Independent Director” means a duly appointed member of the board of directors of the Corporation who shall not have been at the time of such appointment or at any time in the preceding five (5) years, (a) a director or indirect legal or beneficial owner in the Corporation or any of its affiliates, (b) a creditor, supplier, employee, officer, director, family member of any of the foregoing, manager or contractor of the Corporation or any of its affiliates, or (c) a person who controls (whether directly, indirectly or otherwise) the Corporation or its affiliates or any creditor, supplier, employee, officer, director, manager or contractor of the Corporation or its affiliates. The names and address of the persons who shall serve as the directors of the corporation are:

Ghebre Selassie Mehreteab
122 East 42nd Street, Suite 3605
New York, NY 10168

Joseph P. Wiedorfer
1090 Vermont Ave., NW, Suite 400
Washington DC 20005

Thomas Vaccaro
122 East 42nd Street, Suite 3605
New York, NY 10168

Wilhemina Jones
9801 Old Baymeadows Road, Apt 5
Jacksonville, Florida 32256

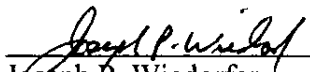
The Independent Director shall be Wilhemina Jones, listed above. The directors of the Corporation shall be required to consider the interests of the creditors of the Corporation in connection with all corporate actions. The Independent Director, in voting on matters subject to the approval of the board of directors, shall at all times take into account the interests of creditors of the Corporation. No Independent Director may be removed unless his, her or its successor is appointed and if the position of the Independent Director is otherwise vacant, no action requiring the unanimous affirmative vote of the board of directors shall be taken until a successor Independent Director is appointed, is qualified and approves of such action.

The manner of election or appointment of directors shall be as stated in the bylaws of the Corporation.”

This Amendment was adopted and is effective as of the 30th day of September, 2008.

There are no members or members entitled to vote on this Amendment. This Amendment was adopted by the board of directors.

By:



Joseph P. Wiedorfer
Vice President