

N96000005532

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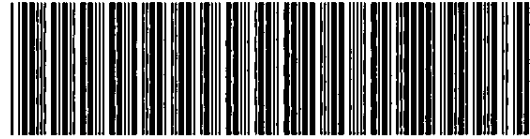
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DIVISION OF CORPORATIONS
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Amended/Restated
@ 2/16/12

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: C.A.U. Eagles Pointe, Inc.

DOCUMENT NUMBER: N96000005532

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

Please return all correspondence concerning this matter to the following:

Sharon Koch

(Name of Contact Person)

Kelliher & Salzer, LLC

(Firm/ Company)

10440 Little Patuxent Parkway, Suite 590

(Address)

Columbia, MD 21044

(City/ State and Zip Code)

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

For further information concerning this matter, please call:

Sharon Koch

(Name of Contact Person)

at 410 992-6730

(Area Code & Daytime Telephone Number)

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

<input checked="" type="checkbox"/> \$35 Filing Fee	<input type="checkbox"/> \$43.75 Filing Fee &	<input type="checkbox"/> \$43.75 Filing Fee &	<input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status	Certified Copy	Certificate of Status	Certified Copy
	(Additional copy is	(Additional Copy is	
enclosed)		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

January 13, 2012

SHARON KOCH
KELLIHER & SALZER, LLC
10440 LITTLE PATUXENT PARKWAY - STE. 590
COLUMBIA, MD 21044

SUBJECT: C.A.U. EAGLES POINTE, INC.
Ref. Number: N96000005532

We have received your document for C.A.U. EAGLES POINTE, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

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) 245-6964.

Irene Albritton
Regulatory Specialist II

Letter Number: 112A00000994

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

AMENDMENT TO THE
AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
C.A.U. EAGLES POINTE, INC.

(a nonprofit corporation)
(Document Number N96000005532)

FILED
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DIVISION OF CORPORATIONS
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The undersigned, Joseph P. Wiedorfer, being at least eighteen years of age and the Vice President of C.A.U. Eagles Pointe, Inc. does hereby amend the Amended and Restated Articles of Incorporation of C.A.U. Eagles Pointe, Inc. as follows:

The Articles are hereby amended as follows as of the date set forth below:

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

"6. Article IX has been amended to change the number of members of the Board of Directors to three (3) directors 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. The requirement to provide for an Independent Director is hereby deleted."

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

"ARTICLE IX: The Corporation shall have three (3) directors. The names and address of the persons who shall serve as the directors of the Corporation are:

Richard F. Burns
122 East 42nd Street, Suite 3605
New York, NY 10168

Joseph P. Wiedorfer
1090 Vermont Avenue., NW, Suite 40
Washington DC 20005

Glenn F. Hopps
1090 Vermont Avenue., NW, Suite 40
Washington DC 20005

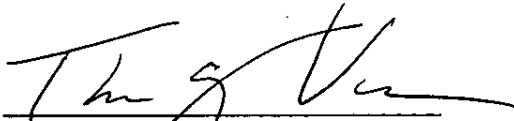
The directors of the Corporation shall be required to consider the interest of the creditors of the Corporation in connection with all corporate actions.

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 13th day of December, 2011.

There are no members or members entitled to vote on the amendments. The amendments were adopted by the board of directors.

By:


Thomas G. Vaccaro, Vice President