

N96000005792

WALTON LANTAFF SCHROEDER & CARSON
ATTORNEYS AT LAW

(A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS)
MIAMI • CORAL GABLES • FORT LAUDERDALE • WEST PALM BEACH

SUITE 1101 GABLES INTERNATIONAL PLAZA
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TELEPHONE (305) 379-6411
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July 3, 1997

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MILLER WALTON (1901-1987)
WILLIAM C. LANTAFF (1913-1970)
LAURENCE A. SCHROEDER (1907-1995)

Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

Re: First Amendment to Articles of Incorporation of Universidad de Palermo Foundation, Inc.

Our File No. 3843 600002233856--4

-07/09/97--01076--006

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

Gentlemen:

On behalf of the above referenced corporation, I enclose herewith original and one (1) white copy of the executed, notarized First Amendment to the Articles of Incorporation, together with our firm check in the amount of \$87.50.

Please cause the original copy of the First Amendment to the Articles of Incorporation to be filed among the corporate records of the State of Florida. Please return the copy to the undersigned, together with your certificate that this is a certified copy of the original First Amendment to the Articles of Incorporation.

The check enclosed herein is in payment of the following fees or charges:

Filing Fee	\$35.00
Certified Copy Fee	52.50
TOTAL	\$87.50

Thank you for your attention to this matter.

Very truly yours,

Charles P. Sacher

Charles P. Sacher

CPS:rbm
Enclosures
cc: Gregory Wolfe, Ph.D.

FILED
97 AUG 11 AM 8:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
UNIVERSIDAD DE PALERMO FOUNDATION, INC.

97 AUG 11 AM 8:01
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 617.1006, Florida Statutes, UNIVERSIDAD DE PALERMO FOUNDATION, INC., a Florida Not-For-Profit Corporation, hereby adopts the following First Amendment to its Articles of Incorporation:

I

Subparagraph (4) of Article III of the Articles of Incorporation shall be deleted and the following shall be substituted as Subparagraph (4) of Article III in its entirety:

(4) In general, to carry out the purposes described in Paragraphs (1) and (2) hereof and to exercise any and all powers which it may now or hereafter be lawful for the Corporation to do or exercise under and pursuant to the laws of the State of Florida within the restrictions of IRC 501(c)(3) for the purposes of accomplishing the foregoing purposes of the Corporation.

II

Subparagraph (2) of Article IV of the Articles of Incorporation shall be deleted and the following shall be substituted as Subparagraph (2) of Article IV in its entirety:

(2) No substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation; nor shall it in any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of, or in opposition to, any candidate for public office; nor shall the corporation engage in any activities that are unlawful under applicable federal, state, or local laws.

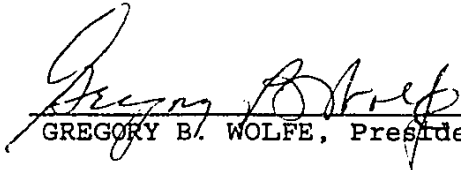
III

This Amendment is effective as of the date of the execution of this First Amendment to the Articles of Incorporation.

IV

These Amendments were adopted by the members and the number of votes cast for the Amendment was sufficient for approval.

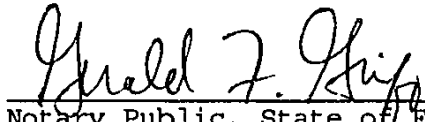
IN WITNESS WHEREOF, GREGORY B. WOLFE, the undersigned, being the original subscriber to the foregoing First Amendment to Articles of Incorporation have hereunder set my hand and seal this 1st day of July, 1997.

 (SEAL)
GREGORY B. WOLFE, President

STATE OF FLORIDA)
COUNTY OF DADE) SS:

BEFORE ME, the undersigned authority, personally appeared GREGORY B. WOLFE, to me well known to be the person described in and who executed and subscribed to the foregoing First Amendment to Articles of Incorporation, and he acknowledged before me that he executed and subscribed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, in said County and State, this 1st day of July, 1997.


Notary Public, State of Florida
at Large

My commission expires:

NOTARY PUBLIC - STATE OF FLORIDA
GERALD F. GRIFO
COMMISSION # CC666345
EXPIRES 6/17/2001
BONDED THRU ASA 1-888-NOTARY1



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 14, 1997

CHARLES P. SACHER
WALTON LANTAFF SCHROEDER & CARSON
2655 LEJEUNE ROAD, SUITE 1101
CORAL GABLES, FL 33134

SUBJECT: UNIVERSIDAD DE PALMERMO FOUNDATION, INC.
Ref. Number: N96000005792

We have received your document for UNIVERSIDAD DE PALMERMO FOUNDATION, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Amendments for nonprofit corporations are filed in compliance with section 617.1006, Florida Statutes. Please see the attached information.

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) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 397A00035959



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 31, 1997

CHARLES P. SACHER
WALTON LANTAFF SCHROEDER & CARSON
2655 LEJEUNE ROAD, SUITE 1101
CORAL GABLES, FL 33134

SUBJECT: UNIVERSIDAD DE PALMERMO FOUNDATION, INC.
Ref. Number: N96000005792

We have received your document for UNIVERSIDAD DE PALMERMO FOUNDATION, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 197A00039137

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August 5, 1997

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Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

Re: First Amendment to Articles of Incorporation of Universidad de Palermo Foundation, Inc.
Our File No. 3843

Gentlemen:

I write in furtherance of my letters to you of July 3, and July 24, 1997, and your responses of July 14, and July 31, 1997, copies of which are attached for your reference. This will also confirm my telephone conversation with your office on August 5, 1997.

In accordance with your instructions, I have added the word "President" to Dr. Wolfe's signature line on Page 2. This will confirm that Dr. Wolfe is the President, Chairman, a member of the Board of Directors and the original Subscriber to the corporation. I have revised the First Amendment in accordance with your instructions and believe that it is now acceptable.

On behalf of the above referenced corporation, I enclose herewith original and one (1) white copy of the executed, notarized First Amendment to the Articles of Incorporation.

Please cause the original copy of the First Amendment to the Articles of Incorporation to be filed among the corporate records of the State of Florida. Please return the copy to the undersigned, together with your certificate that this is a certified copy of the original First Amendment to the Articles of Incorporation.

Your July 14, 1997 letter acknowledged receipt of the filing fee in the amount of \$87.50 which should be applied as follows:

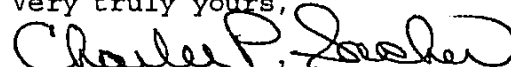
Filing Fee	\$35.00
Certified Copy Fee	<u>52.50</u>
TOTAL	\$87.50

August 5, 1997
Page 2

This refiling falls within the 60 day period allotted to me and I assume that you will use the \$87.50 sent to you in my July 4, 1997 letter to cover these filing charges.

Thank you for your attention to this matter.

Very truly yours,


Charles P. Sacher

CPS:rbm
Enclosures

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July 24, 1997

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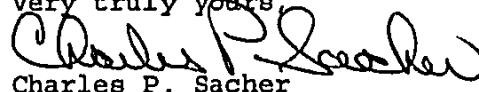
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cc: Gregory Wolfe, Ph.D.