

Florida Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

N 97000006926

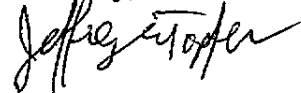
Enclosed is a an articles of amendment to the Articles of Incorporation of ESTI TOPFER FOUNDATION, Inc. as well as a check for \$87.50 representing the filing fee for the articles of amendment and a certified copy.

The telephone number and return address is as follows:

ESTI TOPFER FOUNDATION
P.O. BOX 160455
MIAMI, FLORIDA 33116-0455

(561) 479-4887

Sincerely,



Jeffrey Topfer

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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P. G. 129

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of
ESTI TOPFER FOUNDATION, INC.

FILED
98 FEB 23 AM 10:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Article FOUR be and it hereby amended to read as follows:

FOURTH: THE SPECIFIC PURPOSE FOR WHICH THE CORPORATION IS ORGANIZED IS TO CHARITABLY PROVIDE NECESSITIES FOR CHILDREN, FAMILIES AND MENTAL HEALTH COUNSELING IN REMEMBRANCE OF ESTHER TOPFER. SAID CORPORATION IS ORGANIZED EXCLUSIVELY FOR CHARITABLE PURPOSES INCLUDING, FOR SUCH PURPOSES, THE MAKING OF DISTRIBUTIONS TO ORGANIZATIONS THAT QUALIFY AS EXEMPT ORGANIZATIONS UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE, OR THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE.

SECOND: Article EIGHT be and it hereby added to the articles and to read as follows:

EIGHTH: NO PART OF THE NET EARNINGS OF THE CORPORATION SHALL INSURE TO THE BENEFIT OF, OR BE DISTRIBUTABLE TO ITS MEMBERS, DIRECTORS, OFFICERS, OR OTHER PRIVATE PERSONS, EXCEPT THAT THE CORPORATION SHALL BE AUTHORIZED AND EMPOWERED TO PAY REASONABLE COMPENSATION FOR SERVICES RENDERED AND TO MAKE PAYMENTS AND DISTRIBUTIONS IN FURTHERANCE OF THE PURPOSES SET FORTH IN ARTICLE FOUR HEREOF. NO SUBSTANTIAL PART OF THE ACTIVITIES OF THE CORPORATION SHALL BE THE CARRYING ON OF PROPAGANDA, OR OTHERWISE ATTEMPTING TO INFLUENCE LEGISLATION, AND THE CORPORATION SHALL NOT PARTICIPATE IN, OR INTERVENE IN (INCLUDING THE PUBLISHING OR DISTRIBUTION OF STATEMENTS) ANY POLITICAL CAMPAIGN ON BEHALF OF OR IN OPPOSITION TO ANY CANDIDATE FOR PUBLIC OFFICE. NOTWITHSTANDING ANY OTHER PROVISION OF THESE ARTICLES, THE CORPORATION SHALL NOT CARRY ON ANY OTHER ACTIVITIES NOT PERMITTED TO BE CARRIED ON (A) BY A CORPORATION EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE, OR THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE, OR (B) BY A CORPORATION, CONTRIBUTIONS TO WHICH ARE DEDUCTIBLE UNDER SECTION 170(C)(2) OF THE INTERNAL REVENUE CODE, OR THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE.

THIRD: Article NINE be and it hereby added to the articles and to read as follows:

NINTH: UPON THE DISSOLUTION OF THE CORPORATION, ASSETS SHALL BE DISTRIBUTED FOR ONE OR MORE EXEMPT PURPOSES WITHIN THE MEANING OF SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE, OR THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE, OR SHALL BE DISTRIBUTED TO THE

FEDERAL GOVERNMENT, OR TO A STATE OR LOCAL GOVERNMENT, FOR A PUBLIC PURPOSE. ANY SUCH ASSETS NOT SO DISPOSED OF SHALL BE DISPOSED OF BY A COURT OF COMPETENT JURISDICTION OF THE COUNTY IN WHICH THE PRINCIPAL OFFICE OF THE CORPORATION IS THEN LOCATED, EXCLUSIVELY FOR SUCH PURPOSES OR TO SUCH ORGANIZATION OR ORGANIZATIONS, AS SAID COURT SHALL DETERMINE, WHICH ARE ORGANIZED AND OPERATED EXCLUSIVELY FOR SUCH PURPOSES.

FOURTH: Article TEN be and it hereby added to the articles and to read as follows:

TENTH: THE CORPORATION WILL DISTRIBUTE ITS INCOME FOR EACH TAX YEAR AT A TIME AND IN A MANNER AS NOT TO BECOME SUBJECT TO THE TAX ON UNDISTRIBUTED INCOME IMPOSED BY SECTION 4942 OF THE INTERNAL REVENUE CODE, OR THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE.

THE CORPORATION WILL NOT ENGAGE IN ANY ACT OF SELF-DEALING AS DEFINED IN SECTION 4941(D) OF THE INTERNAL REVENUE CODE, OR THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE.

THE CORPORATION WILL NOT RETAIN ANY EXCESS BUSINESS HOLDINGS AS DEFINED IN SECTION 4943(C) OF THE INTERNAL REVENUE CODE, OR THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE.


THE CORPORATION WILL NOT MAKE ANY INVESTMENTS IN A MANNER AS TO SUBJECT IT TO TAX UNDER SECTION 4944 OF THE INTERNAL REVENUE CODE, OR THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE.

THE CORPORATION WILL NOT MAKE ANY TAXABLE EXPENDITURES AS DEFINED IN SECTION 4945(D) OF THE INTERNAL REVENUE CODE, OR THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE.

FIFTH: The date of the amendment to Article One is adopted as of December 17, 1997.

SIXTH: The amendments were adopted by the members and the number of votes cast for the amendment was sufficient for approval.

Signed this 20th day of February, 19 98.



Jeffrey Topfer
Director/Incorporator/Chairman