

N23193

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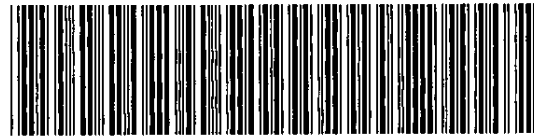
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Amend
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6-7-12

GRAY ROBINSON
ATTORNEYS AT LAW

ONE LAKE MORTON DRIVE (33801)
POST OFFICE BOX 3
LAKELAND, FL 33802-0003
TEL 863-284-2200
FAX 863-688-0310
gray-robinson.com

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TAMPA

Christopher M. Fear

863-284-2205

CFEAR@GRAY-ROBINSON.COM

June 5, 2012

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: A Woman's Choice, Inc., a Medical Program for Women,
a Florida not-for-profit corporation
Client Matter Number: 410527.1

Dear Sir or Madam:

Enclosed is an Amendment to Articles of Incorporation for A Woman's Choice, Inc., a Medical Program for Women, along with our firm's check in the amount of \$43.75 to cover the cost of the filing fee of \$35.00 and the fee for a certified copy in the amount of \$8.75. After filing, please return the certified copy to me in the self-address stamped envelope which I have enclosed for your convenience.

Of course, if you have any questions, please do not hesitate to call me.

Very truly yours,



Christopher M. Fear

CMF/hmd

Enclosures

**AMENDMENT TO ARTICLES OF INCORPORATION
OF
A WOMAN'S CHOICE, INC., A MEDICAL PROGRAM FOR WOMEN,
a Florida not-for-profit corporation**

FILED
2012 JUN -7 AM 11:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Amendment to the Articles of Incorporation ("Amendment") of A WOMAN'S CHOICE, INC., A MEDICAL PROGRAM FOR WOMEN, a Florida not-for-profit corporation (Document Number N23193) ("Corporation") was duly adopted by the vote of both the Members and the Board of Directors of the Corporation at a duly called and held meeting at which a quorum was present, properly noticed and held in accordance with the Bylaws of the Corporation, the Articles of Incorporation of the Corporation and applicable law:

1. Article IV is deleted in its entirety and the following is substituted:

"ARTICLE IV –

The Corporation shall not have Members. All references to Members shall be deemed to mean those persons elected as Directors and serving on the Board of Directors of the Corporation from time-to-time. No Director or member of the Board of Directors shall have any vested right, interest or privilege of, in or to the assets, functions, affairs or franchises of this Corporation, or any right, interest or privilege which may be inheritable or which shall continue after his term of office on the Board of Directors ceases."

2. Article V is deleted in its entirety and the following is substituted:

"ARTICLE V –

This Corporation shall exist perpetually or until dissolved by due process of law. Should this Corporation cease to exist as a legal entity and its Charter is terminated, title to all of its assets and property, real and personal, shall vest in such entity as is designated by the then Board of Directors of the Corporation, so long as such entity is formed for a purpose similar to the purpose for which this Corporation is formed and so long as such entity is an exempt organization and qualifies under Section 501(c)(3) and Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding Sections of any future law."

3. Article X is deleted in its entirety and the following is substituted:

"ARTICLE X –

The Bylaws of this Corporation are to be made, altered and rescinded by a two-thirds (2/3rds) vote of the Directors of the Corporation present and voting at any properly called and held meeting of the Board of Directors."

4. Article XI is deleted in its entirety and the following is substituted:

"ARTICLE XI"

The Articles of Incorporation may be amended in the manner provided by law. All amendments shall be approved by a two-thirds (2/3rds) vote of the Directors of the Corporation present and voting at any properly called and held meeting of the Board of Directors.

The foregoing Amendment was approved by the Members and Board of Directors on March
19, 2012.



JERI THOMAS, President