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FILED

In the office of the Secretary of State  
of the State of California

AUG 22 1984

MARCH FONG EU, Secretary of State

By *Conrad Harris*  
Deputy

CERTIFICATE OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION

Stanley Burnham, Ed.D. and Arthur J. Katz, Ph. D. certify that:

1. They are the president and the Chief Financial Officer, respectively, of THE FOUNDATION FOR EXCELLENCE IN PODIATRIC MEDICINE, a California corporation.

2. The Articles of Incorporation are amended as follows:

Article II, Purposes, is deleted and the following substituted in its place:

ARTICLE II

PURPOSES

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes. The specific purpose of this corporation is to provide funds and support for the activities and related corporations in the field of medical care and podiatric medical education of California College of Podiatric Medicine, Inc. and the California Health Services Corporation, California nonprofit public benefit corporations, provided such corporations are nonprofit and tax exempt under federal and State of California laws and to supply of the funds and properties coming into this corporation's hands toward furthering the said educational and health care activities and services of said corporations.

Subparagraphs b and c of Article V, Dedication and Dissolution, are deleted and the following is substituted:

b. In that this corporation is a related organization created as set forth in section 5132(a)(2) of the California Corporations Code, the Foundation for Excellence in Podiatric Medicine shall be dissolved whenever its Charter is surrendered to, taken away by or revoked by EdMed Corporation, a California nonprofit public benefit corporation, the organization granting such Charter.

c. In the event of the dissolution of this corporation any assets of the corporation remaining after payment or provision for payment, of all debts and liabilities of this corporation shall be distributed to EdMed Corporation, a California nonprofit public benefit corporation, or its successor corporation, provided said corporation or its successor as the case may be is organized and operated exclusively for charitable and public purposes and has established its tax exempt status under §501(c)(3) of the Internal Revenue Code of the United States or if said corporation or its successor is not in existence at the time of the dissolution of the Foundation for Excellence in Podiatric Medicine, or is not operated and tax exempt as herein provided, to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable and public purposes

and which has established its tax exempt status under section 501(c)(3) of the Internal Revenue Code of the United States and as described in section 170(b)(1)(A) of the Internal Revenue Code.

3. The foregoing amendment of articles of incorporation has been duly approved by the board of Governors.

4. The corporation has no members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: 8/17/84

Stanley Burman  
Arthur J. Katz