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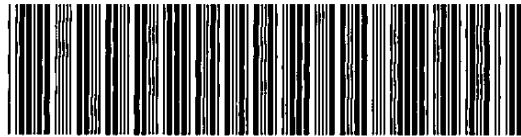
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TALLAHASSEE, FLORIDA

SP
Restated Articles



Indian River Community College Foundation, Inc.

"Working Together We Can Do Great Things"

June 8, 2006

Ms. Susan Payne
Senior Section Administrator
Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: Restate Articles of Incorporation of the Indian River Community College
Foundation, Inc.

Dear Ms. Payne:

Enclose you will find a check for \$52.50 to cover the certification of the restated articles
of incorporation. If you should have any questions please feel free to contact me.

Sincerely,

A handwritten signature in black ink, appearing to read "David E. Liddle".

David E. Liddle
Accountant/Business Officer

Enclosure

**RESTATED ARTICLES OF INCORPORATION
OF THE
INDIAN RIVER COMMUNITY COLLEGE FOUNDATION, INC.**

(As amended June 19, 1973; January 29, 1979; October 21, 1985; July 18, 1994; March 19, 2001; July 15, 2002; July 18, 2005)

MISSION STATEMENT

Indian River Community College Foundation, Inc. is a Florida corporation not for profit, organized and operated exclusively to receive, hold, invest and administer property, and to make expenditures to, or for the benefit of Indian River Community College. To accomplish this the Foundation actively supports the long-range plan of Indian River Community College by providing, but not limited to, scholarships, high technology equipment, faculty chairs, support of capital projects, and improvements to further enhance student accessibility, and improve the learning environment.

ARTICLES OF INCORPORATION

We, whose names are signed hereto, do hereby associate ourselves together for the purpose of forming a body corporate, not for profit, under the laws of the State of Florida and under the following proposed charter:

ARTICLE I.

The name of this corporation shall be Indian River Community College Foundation, Inc. and its principal place of business shall be at Indian River Community College, or its successor, which mailing address is currently 3209 Virginia Avenue, Fort Pierce, Florida 34981-5596.

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ARTICLE II.

The purposes for which the corporation is organized are as follows:

(A) To receive and hold by gift, bequest, devise, grant, purchase or exchange, any real or personal property and to administer, use and dispose of the same for the purpose of fulfilling the needs of the Indian River Community College (hereinafter referred to as "the college"), in St. Lucie, Okeechobee, Martin, and Indian River Counties, Florida, their students and faculties;

(B) To receive, collect, take, hold, manage, invest, reinvest, dispose of, exchange, convey, deed, lease, mortgage and accumulate the property and all the rents, profits, issues and increases thereof as shall be deemed best for the said corporation and for its purposes;

(C) To promote the instruction of youth and adults in all the various branches of the liberal arts and sciences and for the promotion of education in the communities served by the college in the four-county area;

(D) To use any of said real and personal property including funds derived from the sale or exchange thereof, and interest and income received therefrom, according to the best judgment of the Board of Directors of the corporation, for the purpose of fulfilling the needs of the college in the four-county area, as specified sub-paragraph (A) above, their students and faculties;

(E) To purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of capital stock, bonds, securities or evidences of indebtedness created by any other corporation or corporations or individuals, and while the owner of such stock, to exercise the rights, powers and privileges of ownership, including the right to vote thereon, all for the purposes herein set forth; (F) To enter into, make, perform and carry out contracts of every kind and nature, for the purposes herein set forth, with any person, firm,

or association, corporation, public or private, or quasi-public corporation, or any municipality or any government, or any subdivision, district or department thereof;

(G) To do any and all other such acts or things in any manner connected with or necessary, incidental, convenient or auxiliary to any of the purposes hereinbefore enumerated, or calculated, directly or indirectly, to promote the interests of the corporation and the purposes thereof; and in carrying on and operating said corporation to do any and all acts and things, and to exercise any and all powers, which a co-partner or natural person could do or exercise and which may or hereafter be authorized by law;

(H) To act and perform the duties of a Director, or to act in any other fiduciary capacity under any deed of trust, will, codicil, agreement, whether oral or written, or other instrument incidental to and for the purpose of carrying out any of the foregoing objects or matters and things kindred thereto;

(I) To possess all the powers authorized and allowed to non-profit corporations under the laws of the State of Florida;

(J) This corporation is formed solely and exclusively for educational and charitable purposes and not for pecuniary gain or profit, and no pecuniary gain or profit shall ever inure to any member of this corporation or to any other person or corporation, and the earnings, if any, of this corporation shall be used exclusively for the purposes for which this corporation is formed, as hereinabove described, and no part thereof shall ever inure to the benefit of any member or other individual or corporation. No member of this corporation shall have any personal, proprietary or beneficial interest in the property of this corporation, either during its corporate existence or upon its dissolution, it being hereby expressly provided that all property acquired by the corporation, real or personal, and all increments,

interest, or earnings thereof are and shall be devoted in perpetuity and irrevocably dedicated to educational and charitable purposes, and in the event of the liquidation, dissolution or abandonment of this corporation, its property will not inure to the benefit of any private person, but shall go to a fund, foundation or corporation organized and operated solely for educational and charitable purposes;

(K) To raise and accumulate funds by continuing long-term efforts; to acquaint prospective benefactors with the opportunity to improve educational opportunities in our area through gifts or bequests to the college;

(L) To encourage the college to strive for excellence, creativity and flexibility in its programs; to seek and recruit outstanding educators; to challenge the imagination of those who seek education and wisdom whether students, teachers, administrators, or resident citizens; to provide information aggressively through all media available of new technology and new careers or hobbies it makes possible; to finance these college activities when other funds are not available.

(M) To encourage area high school students to make themselves aware of new information and technology; to continue their education to the maximum level they can absorb; to provide funds for scholarships so that no graduate of our high schools need forego a college education because of lack of money.

(N) To keep itself separate and independent of any other institution so that it can exercise judgment of the value of requests for aid, and initiate projects when desirable. Indian River Community College, its students, graduates, and faculty will be the principal beneficiaries of the Foundation's activities.

(O) To prudently manage and develop the financial strength of the Foundation with the knowledge that as centralization and standardization develop, larger outlays will be

needed to maintain excellence. Donors should be encouraged to not restrict the use of funds, particularly of endowment type. If restrictions are imposed, restricted funds should be used first and unrestricted funds accumulated whenever possible. Restrictions which seem reasonable today may be unwise in the future.

ARTICLE III.

The membership of the corporation shall consist of the following:

- (A) The individuals constituting the Board of Directors hereinafter provided, and their successors in office.

ARTICLE IV.

The corporation shall have perpetual existence.

ARTICLE V.

Section 1. **BOARD OF DIRECTORS**

The affairs of the corporation and all its property shall be managed by a Board of Directors who shall number not less than Seven (7) and not more than Twenty-three (23), as may be fixed from time to time in the by-laws. The Board shall be constituted as follows:

- (A) One ex-officio seat shall be occupied by the President of Indian River Community College.
- (B) One voting seat shall be occupied by the Chairman of the Indian River Community College Board of Trustees.
- (C) One voting seat shall be occupied by an Indian River Community College Alumni.
- (D) The remaining seats shall be occupied by men and women who are outstanding citizens from St. Lucie, Indian River, Okeechobee, and Martin Counties, Florida with up to but not more than four members from each county. Such members shall be elected by affirmative vote of the majority of the members of the Board of Directors in attendance at the time the individual is recommended. Three (3) members may be at large (can come from anywhere approved by the Board). The appointed terms for the Board members shall be three year terms, staggered by appointment date. Reappointments are pending Board approval. Vacancies occurring during a term shall be filled for the unexpired portion thereof.

Section 2. TITLE TO PROPERTY

The title to all property of the corporation shall be held in the name of the corporation or as otherwise may be provided pursuant to the authority of the charter and by-laws of the corporation. Any gift, bequest, devise or donation of any kind whatsoever to the corporation or its Board of Directors shall be deemed to vest title in the corporation.

Section 3. EXECUTIVE COMMITTEE

The by-laws may provide for the appointment of an Executive Committee of not less than Five (5) members of the Board of Directors and may authorize such committee to exercise all or part of the powers and authority of the Board of Directors.

Section 4. OFFICERS

The officers of the corporation shall be a Chairman, a First Vice Chair, a Second Vice Chair, and a Secretary/Treasurer. The Chairman, First Vice Chair and Second Vice Chair shall be elected by the Board of Directors at any annual meeting and the officers so elected shall hold office until the next annual meeting following their election and thereafter until their successors are duly elected and qualified. The offices of Chairman and Vice Chairman shall be filled from the membership of the Board of Directors. The Executive Director of the IRCC Foundation, Inc. shall serve as Secretary/Treasurer. A nominating Committee will recommend officer nominees on an annual basis.

Section 6. DIRECTORS EMERITUS

The Foundation Board of Directors has deemed it appropriate to create a position of Director Emeritus. This title will be bestowed upon individuals who have made outstanding contributions to the College and/or the Foundation. Nominations for this title will be approved by the IRCC Foundation Board of Directors.

Section 7. SEAL

The seal of the corporation shall be inscribed in the following words: "Indian River Community College Foundation, Inc.", and the seal shall include the figures "1965".

Section 8. MEETINGS

The meeting of the Board of Directors shall be at such times as shall be set forth in the by-laws.

Section 9. INITIAL OFFICERS

The names of the officers who are to manage the affairs of the corporation until the first election are:

PRESIDENT	CHARLES E. MILEY
FIRST VICE PRESIDENT	DAN K. RICHARDSON
SECOND VICE PRESIDENT	KIRBY HAYES
SECRETARY	MRS. T. R. CHAMBERS
TREASURER	HUBERT HARDEN

ARTICLE VI.

The by-laws of the corporation are to be made, altered or rescinded by the Board of Directors of the corporation in such manner as may be set forth in the by-laws.

ARTICLE VII.

Amendments to the Articles of Incorporation may be proposed and adopted by the Board of Directors of the corporation in such manner as may be set forth in the by-laws.

ARTICLE VIII.

The amount and value of real estate, which the corporation may hold, is unlimited.

ARTICLE IX.

The highest amount of indebtedness for which this corporation may bind itself on an unsecured basis is the net value of the assets of the corporation. The highest amount of indebtedness for which this corporation may bind itself on a secured basis is unlimited.

ARTICLE X.

The names and residences of the incorporators, subscribers and persons who are to serve as the first Board of Directors until their successors have been duly elected and qualified are as follows:

MRS. T. R. CHAMBERS	P.O. Box 176 • Hobe Sound, FL
ROBERT FENTON	111 Balboa Ave. • Stuart, FL
O. D. HONEYWELL	144619th Place • Vero Beach, FL
DAN K. RICHARDSON	P.O. Box 337 • Vero Beach, FL
HUBERT HARDEN	P.O. Box 476 • Okeechobee, FL
SALTER WATFORD	P.O. Box 1462 • Okeechobee, FL
BEN L. BRYAN	P.O. Box 490 • Fort Pierce, FL
DR. MAXWELL C. KING	1907 So. 8th Street • Fort Pierce, FL
LEROY C. FLOYD	1001 North 25th St. • Fort Pierce, FL
KIRBY HAYES	810 Tumblin Kling Road • Fort Pierce, FL
IRA M. MCALPIN, JR.	914 Boston Ave. • Fort Pierce, FL
CHARLES S. MILEY	606 South 7th Street • Fort Pierce, FL
DR. M. F. WATKINS	Fabor Court • Fort Pierce, FL

ARTICLE XI.

The private property of the members of this corporation shall not be liable for the debts or liabilities of the corporation.

ARTICLE XII.

This corporation shall have no capital stock and no part of its activities shall be devoted to carrying on propaganda or otherwise attempting to subvert the laws of the Federal, State, County or City Governments.

ARTICLE XIII.

Liability Insurance Coverage:

The Foundation will maintain Commercial General Liability Coverage as determined by the Board. Coverage amounts may be reviewed and revised at Board discretion.

ARTICLE XIV.

In order to properly carry out and abide by all of the purposes and objects of this corporation, the by-laws shall provide for the necessary powers and authority to be vested in the Board of Directors.

IN WITNESS WHEREOF, we have hereunto signed our names this 18th day of July A.D.

2005.

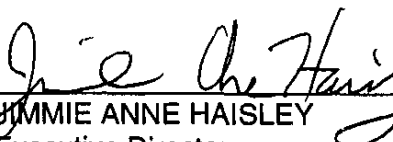
Adopted by the members on
July 18, 2005.



JOSÉ L. CONRADO
Chairman



EDWIN R. MASSEY, PhD.
President



JIMMIE ANNE HAISLEY
Executive Director

(STATE OF FLORIDA)

(COUNTY OF ST. LUCIE)

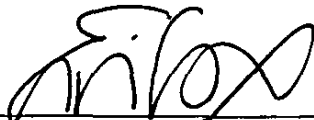
Before me, the undersigned authority, authorized by law to administer oaths and take acknowledgments, personally appeared.

José L. Conrado., Jimmie Anne Haisley, Edwin R. Massey, Ph.D.

To me well known and by me known to be described in and who signed the foregoing *Certificate of Incorporation*, and they acknowledged to and before me that they signed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and seal at Fort Pierce, St. Lucie County, Florida, this 18th day of July A.D. 2005.





NOTARY PUBLIC
State of Florida at Large
My Commission Expires: 2/17/10