

711458

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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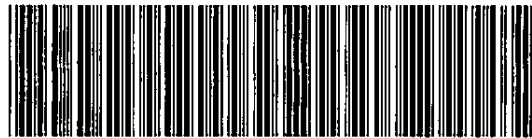
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Amend
03-31-09
CC*

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Barry University, Inc.

DOCUMENT NUMBER: 711458

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

John A. Walker
(Name of Contact Person)

Barry University, Inc.
(Firm/ Company)

11300 N.E. 2nd Ave.
(Address)

Miami Shores, FL 33161
(City/ State and Zip Code)

For further information concerning this matter, please call:

John Walker at (305) 899-4784
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

\$35 Filing Fee

\$43.75 Filing Fee &
Certificate of Status

\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

\$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

Barry University, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

711458

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or " Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:
(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:
(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

John A. Walker, Esq.

New Registered Office Address:

11300 N.E. 2nd Ave.

(Florida street address)

Miami Shores, FL.

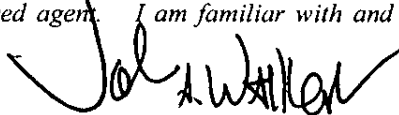
(City)

, Florida 33161

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.



Signature of New Registered Agent, if changing

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TALLAHASSEE, FLORIDA

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Barry University, Inc.

Document Number 711458

Adding Officers and/or Directors.

<u>Title</u>	<u>Name</u>	Address	Action
S	John A. Walker	11300 N.E. 2 nd Ave. Miami Shores, FL. 33161	<u>Add</u>

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:
 (Attach additional sheets, if necessary)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
S	Sister John Karen Frei	11300 N.E. 2nd Ave Miami Shores, FL. 33161	<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove
T	Timothy Czerniec	11300 N.E. 2nd Ave Miami Shores, FL. 33161	<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove
T	D. Bruce Edwards	11300 N.E. 2nd Ave Miami Shores, FL. 33161	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove

E. If amending or adding additional Articles, enter change(s) here:
 (attach additional sheets, if necessary). (Be specific)

Articles of Incorporation -
 have been completely revised and
 amended. Attached is a copy of the
 entire ^{Amended} Articles of Incorporation.

The date of each amendment(s) adoption: 5/30/2008

Effective date if applicable: 5/30/2008
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated March 10, 2009

Signature Sister Linda Bevilacqua, OP, Ph D
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator -- if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

SISTER LINDA BEVILACQUA
(Typed or printed name of person signing)

PRESIDENT
(Title of person signing)

**ARTICLES OF AMENDEMENT AND RESTATEMENT TO
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BARRY UNIVERSITY, INC.**


Pursuant to the provisions of section 617.1006, Florida Statutes, Barry University, Inc., a Florida nonprofit corporation (the "Corporation"), hereby amends and restates its Amended and Restated Articles of Incorporation (the "Amended and Restated Articles") by filing these articles of amendment and restatement as follows:

FIRST: Attached as Exhibit A are the Corporation's third amended and restated articles of incorporation (the "third Amended and Restated Articles").

SECOND: The Third Amended and Restated Articles were duly adopted by the members who as of May 30, 2008 constituted the Board of Trustees of the Corporation and the number of votes cast was sufficient for approval.

THIRD: The effective date for this filing shall be May 30, 2008 for all purposes and as of May 30, 2008 the Corporation's Amended and Restated Articles are hereby superseded and replaced in their entirety by the Third Amended and Restated Articles.

The undersigned has executed, subscribed and acknowledged this filing on March 6, 2009.


Sister Linda Bevilacqua OP, PhD.
President

**THIRD AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BARRY UNIVERSITY, INC.**

Pursuant to the provisions of § 617.1007, Fla. Stat. (2007), Barry University, Inc., a Florida not-for-profit corporation (the "Corporation"), amends and restates in their entirety its Amended and Restated Articles of Incorporation as follows:

ARTICLE I.
NAME

The name of the Corporation is Barry University, Inc.

ARTICLE II.
PURPOSES

Section 1. The general purposes of the Corporation, which was founded as a Catholic institution of higher education, are to offer quality education, to assure a religious dimension, and to provide community service and presence within a caring environment.

Section 2. The Corporation shall be operated exclusively for educational, charitable, spiritual, or scientific purpose within the meaning of Section 501 (c) of the United States Internal Revenue Code of 1986, 26 U.S.C. § 501(c) (2007), as amended from time-to-time and as supplemented by such pertinent regulations, as has or have been or hereafter may be promulgated ("Code").

Section 3. The mission of the Corporation shall be to remain an institution whose mission is congruent to the mission of its founder and sponsor – the Congregation of the Sisters of Saint Dominic, Congregation of the Most Holy Rosary, Adrian, Michigan (the "Sponsoring Congregation") – and the goals and values of higher education.

ARTICLE III.
LIMITATIONS ON ACTIVITIES

Section 1. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any Trustee or Officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to the Corporation) and no Trustee or Officer of the Corporation or any other private individual shall be entitled to share in the distribution of any of the corporate assets on the dissolution of the Corporation.

Section 2. The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code, or by an organization to which contributions are deductible under Section 170(c)(2) of United States Tax Code, 26 U.S.C. § 170(c)(2) (2007).

ARTICLE IV.
TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE V.
MEMBERSHIP

The membership of this Corporation shall consist of the members of the Board of Trustees ("Board").

ARTICLE VI.
BOARD OF TRUSTEES

Section 1. The business affairs of the Corporation shall be managed by the Board who shall be elected or appointed as set forth in the Bylaws.

Section 2. In addition to the approval of the Board, the following matters shall require the approval of the Sponsoring Congregation's Prioress and General Council or their designee:

(a) any changes to the purposes and mission of the Corporation;

(b) the slate of nominees for appointment to the President of the Corporation;

(c) any amendments to the Articles or Bylaws of the Corporation that affect the powers or rights of the Sponsoring Congregation;

(d) the nominees to the Board, and selecting those persons to be appointed as the Sponsoring Congregation Trustees;

(e) the purchase, sale, lease or mortgage of real property of the Corporation in an amount more than five million dollars (\$5,000,000) for purchases, sale, and mortgages and more than fifty thousand dollars (\$50,000) per month for leases; and

(f) the merger or dissolution of the Corporation and upon approval of the dissolution, the approval of the disposition of the assets of the Corporation as set forth in the Articles.

Section 3. The number of Trustees shall not be less than (15) nor more than (35). The number of Trustees will include not less than five (5) members of the Sponsoring Congregation (one (1) of which shall be the Prioress of the Sponsoring Congregation or the Prioress' designee). The number of Trustees will also include the Ordinary of the Archdiocese of Miami, Florida or his designee.

ARTICLE VII.
REGISTERED OFFICE AND REGISTERED AGENT

Section 1. The Principal and Registered Office of this Corporation is 11300 N.E. Second Avenue, Miami, Florida 33161.

Section 2. The name of the Registered Agent of this Corporation located at the address of the Registered Office is John A. Walker, Esq.

ARTICLE VIII.
DISSOLUTION

Upon the dissolution of the Corporation, after paying or making provisions for the payment of all the liabilities of the Corporation, the Board shall, after approval from the Prioress and her Council, dispose of all of the assets of the Corporation to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes which, at the time of such disposition, qualify as an exempt organization or organizations under Section 501 (c)(3) of the Code, which may include the Sponsoring Congregation. Any assets not so disposed of shall be disposed of by a Court of competent jurisdiction exclusively for such purposes, or to such organization(s) organized and operating exclusively for such purposes, as the Court shall determine.

The foregoing Amended and Restated Articles of Incorporation were adopted by the Board on May 30, 2008, and any amendments included therein have been adopted by the Trustees of the Corporation, and there is no discrepancy between the Articles of Incorporation as theretofore amended and the provision of these Amended and Restated Articles of Incorporation other than the inclusion of such Amendments.

In witness whereof, the undersigned have executed these Amended and Restated Articles of Incorporation on behalf of the Corporation, the 30th day of May 2008.


President
Barry University, Inc.


Secretary
Barry University, Inc.

