

711589

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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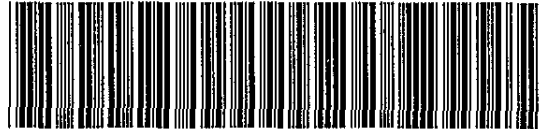
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SECRETARY OF STATE
TALLAHASSEE, FL

7-26/04



**EDISON
COMMUNITY COLLEGE
FOUNDATION, INC.**

Post Office Box 60210
Fort Myers, Florida 33906
239/489-9210
Fax 239/489-9135

26300 Airport Road
Punta Gorda, Florida 33950
941/637-5604
Fax 941/637-3500

7007 Lely Cultural Parkway
Naples, Florida 34113
239/732-3718
Fax 239/732-3753



June 24, 2004

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

Dear Sir:

The enclosed amended Articles of Incorporation for Edison Community College Foundation, Inc. are submitted for filing with the Division of Corporations. This amendment is necessary due to the legislative name change for Edison College effective July 1, 2004. The only change in articles is made in red throughout the document removing the word 'community' from the Edison College Foundation name.

A check for \$43.75 is enclosed to cover the \$35 filing fee and one certified copy of the amendment at \$ 8.75.

If you have any questions, please call me at (239) 489-9036.

Thank you.

Sincerely,

Tracey Galloway
District Director of Development

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Edison Community College Foundation, Inc.

DOCUMENT NUMBER: 711589

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

Please return all correspondence concerning this matter to the following:

Tracy Galloway
(Name of Contact Person)

Edison College Foundation, Inc
(Firm/ Company)

8099 College Parkway
(Address)

Fort Myers, FL 33919
(City/ State/ and Zip Code)

For further information concerning this matter, please call:

Tracy Galloway at (239) 481 9036
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$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
409 E. Gaines Street
Tallahassee, FL 32399

Articles of Amendment
to
Articles of Incorporation
of

Edison Community College Foundation, Inc.
(Name of corporation as currently filed with the Florida Dept. of State)

711589

(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:

NEW CORPORATE NAME (if changing):

Edison College Foundation, Inc

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

Word "Community" dropped from
Articles to reflect name change.

(Attach additional pages if necessary)

(continued)

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

The date of adoption of the amendment(s) was: 7/1/2004

Effective date if applicable: 7/1/2004
(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 was sufficient for approval.

☐ There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signed this 14th day of July, 2004.
Gene R. Solomon

Signature

(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

Gene R. Solomon

(Typed or printed name of person signing)

Chairman of Board of Directors

(Title of person signing)

FILING FEE: \$35

AMENDED AND RESTATED ARTICLES OF INCORPORATION
EDISON COMMUNITY COLLEGE FOUNDATION, INC.

Pursuant to the provisions of Section 617.1007, Florida Statutes, the above-referenced corporation, a Florida not for-profit corporation, whose original Articles of Incorporation were filed by the Secretary of State on October 6, 1966, by unanimous resolutions duly made on the ~~25th day of November, 1997~~ 27th day of May, 2003 25th day of May, 2004, by its District Board of Directors, who are also the sole voting members of the corporation, hereby adopts the following Amended and Restated Articles of Incorporation:

EDISON COMMUNITY COLLEGE FOUNDATION, INC.

ARTICLE I

The name of this corporation shall be EDISON COMMUNITY COLLEGE FOUNDATION, INC., and its principal place of business shall be 8099 College Parkway, S.W., Fort Myers, Lee County, Florida 33919-5598.

ARTICLE II

The objects and powers of the Corporation shall be:

I. To receive and hold by gift, bequest, devise, grant or purchase any real or personal property, and to invest and reinvest, and to use and dispose of the same for the purpose of providing students attending the Edison Community College with funds to pursue their collegiate training, and for the purpose of providing the Edison Community College with funds with which to acquire or purchase real or personal property, and to pay for services for instruction and for the purpose of providing funds to carry on any proper activity at the Edison Community College.

2. To act and perform the duties of trustee 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.

3. In general to do and perform all things necessary and to have all power necessary, needful and desirable to encourage, promote and provide with funds obtained as aforesaid additional advantage to all students attending the Edison Community College, with full power, however, in the District Board of Directors, to modify the conditions and regulations under which any funds

received shall be spent, so as to secure the application of the funds in the best manner adopted to the conditions of the time and to the needs of the Edison Community College, provided, however, that the objects of the corporation shall at all times be among the foregoing and kindred hereto.

ARTICLE III

The membership of the Corporation shall consist of the individuals constituting the District Board of Directors hereinafter provided, and their successors in office.

ARTICLE IV

The Corporation shall have perpetual existence.

ARTICLE V

Section 1. District Board of Directors.

The affairs of the Corporation and all its property shall be managed by a District Board of Directors whose number may be fixed from time to time in the By-Laws. The Constitution of the District Board and the election of officers shall be as defined by the By-Laws.

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 District 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 District Board of Directors, and may authorize such committee to exercise all or part of the powers and authority of the District Board of Directors.

Section 4. Officers.

The officers of the Corporation shall be a District Chairman, District Vice Chairman, District Secretary and District Treasurer. Each of said officers shall be elected by the District Board of Directors. The offices of District Chairman, District Vice Chairman, District Secretary and District Treasurer shall be filled from the membership of the District Board of Directors and the offices of District Secretary and District Treasurer may be held by one and the same person.

Section 5. Seal.

The seal of the Corporation shall be inscribed with the following words: "Edison Community College Foundation, Inc.," and the seal shall include the figures "1966".

Section 6. Meetings.

The meetings of said District Board of Directors shall be at such time as shall be set forth in the By-laws.

Section 7. By-laws.

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

ARTICLE VI

The amount of indebtedness for which this Corporation may bind itself is without limitation, with any indebtedness to be approved by the District Board of Directors.

ARTICLE VII

The Corporation is organized exclusively for exempt purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law (the "Code"), and is not formed for pecuniary profit or financial gain. No part of the assets, income or net earnings of the Corporation shall inure to the benefit of or be distributable to any director or officer of the Corporation or any other private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the benefit of the Corporation, and to make payments and distributions in furtherance of any of the purposes set forth in Article II of these Amended and Restated Articles of Incorporation.

No substantial part of the activities of the Corporation shall be devoted to carrying on propaganda or attempting otherwise to influence legislation and the Corporation shall not participate in, or intervene in (including the publishing or the distribution of statements), any political campaign on behalf of any candidate for public office.

In the event of dissolution of the Corporation, the residual assets will be distributed to the District Board of Trustees of Edison Community College, or to its successor institution designated by the Florida Department of Education, to be used for one or more exempt purposes within the meaning of section 501(c)(3) of the Code for the benefit of Community College students and programs in Lee, Charlotte, Collier, Glades and Hendry Counties.

Notwithstanding any other provisions of these Amended and Restated Articles of Incorporation, 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 Code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

Any amendments included herein have been adopted pursuant to section 617.1002, Florida Statutes, and there is no discrepancy between the Corporation's Articles of Incorporation as heretofore amended and the provisions of these amendments and the omission of matters of historical interest.

The foregoing Amended and Restated Articles of Incorporation primarily restate the Articles of Incorporation, but also contain certain other amendments. Attached hereto as Exhibit A is a document which illustrates the changes made by the Amended and Restated Articles of Incorporation. Deletions are struck through and additions are underlined. The number of votes cast for the Amendment was sufficient for approval.

IN WITNESS WHEREOF, the undersigned officer of the Corporation has executed these Amended and Restated Articles of Incorporation as of the 25th day of ~~November, 1997. May, 2003.~~ May, 2004

EDISON COMMUNITY COLLEGE
FOUNDATION, INC.

BY: 

Gene Solomon, Chairman

Amended and Restated Articles Executed November 25, 1997; May 27, 2003; May 25, 2004

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