

711589

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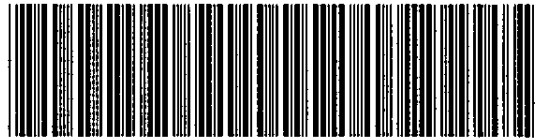
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*Amended &
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*ASR
11/20/08*

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Edison State 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:

TRACEY GALLOWAY
(Name of Contact Person)

Edison State College Foundation, INC
(Firm/ Company)

8099 COLLEGE PARKWAY
(Address)

FT. MYERS, FL 33919
(City/ State and Zip Code)

For further information concerning this matter, please call:

TRACEY GALLOWAY at (239) 489-9210
(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 &
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☐ \$52.50 Filing Fee
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(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

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
EDISON STATE 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 30th day of September, 2008, 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 COLLEGE FOUNDATION, INC.

ARTICLE I

The name of this corporation shall be EDISON STATE 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:

1. 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 State College with funds to pursue their collegiate training, and for the purpose of providing the Edison State 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 State 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 State 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 State 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 State 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 State 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 College students and programs in Lee, Charlotte, Collier, Glades and Hendry Counties.

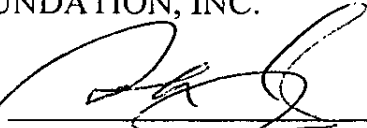
Notwithstanding any other provisions of these Amended and Restated Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Code, or (b) by a corporation, contributions 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 30th day of September, 2008

EDISON STATE COLLEGE
FOUNDATION, INC.

BY: 

Bruce Schultz, District Chairman

Amended and Restated Articles Executed November 25, 1997; May 27, 2003; May 25, 2004; September 30, 2008

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