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Restated

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
BETHUNE-COOKMAN COLLEGE, INC.**

Pursuant to Section 617.021, Florida Statutes, the following Amended and Restated Articles of Incorporation of Bethune-Cookman College, Inc. were duly adopted by the members and the Board of Trustees of the corporation of March 19, 1999. These Restated Articles of Incorporation restate and integrate the Articles of Incorporation of Bethune-Cookman College, Inc., filed with the Secretary of State of Florida on October 9, 1992, as amended, except that **Article V, Management**, has been amended to show a change in the title of the officers of the Board of Trustees, the current number of members of the Board of Trustees of the corporation and the current roster; **Article VIII, Dissolution**, has been amended to reflect the controlling party in the distribution of properties and assets and recipients and **Article IX, Registered Office and Registered Agent Acknowledgment and Certificate Designating Registered Agent and Street Address for Service of Process**, has been amended to show a change in the name of the registered agent and a change in the address. There is no discrepancy between the Articles of Incorporation, as amended, and the provisions of these Restated Articles of Incorporation other than the inclusion of the amendments adopted as set forth above, and omission of matters of historical interest.

ARTICLE I.

The name of this corporation shall be **Bethune-Cookman College, Inc.**

ARTICLE II.

GENERAL NATURE AND OBJECT OF THE CORPORATION

The general nature and object of the corporation shall be:

- (A) The establishment and maintenance of an institution for the moral, physical, spiritual, industrial and intellectual education and advances of mankind.
- (B) To establish, conduct, manage, and otherwise operate an institution of higher education, or other educational facilities of any nature for the moral, physical, spiritual, industrial and intellectual education and advancement of mankind.
- (C) To employ, contract for, or otherwise obtain the services of educators, administrators, research specialists, and other authorities in education and administration to engage in lectures, research, teaching, demonstrations, administration, or in any other endeavor related to the general nature and object of this corporation.
- (D) To grant loans and/or scholarship gifts and otherwise render assistance to students and educators engaging in endeavors related to the general nature and object of the corporation.
- (E) To construct, erect, build, maintain, manage and supervise libraries, classrooms, dormitories, athletic facilities, and other facilities for the furtherance of the general nature and object of the corporation.
- (F) To borrow money, to contract debts when necessary to the transactions of its business or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation; to issue, from time to time, bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness, secured or unsecured, payable at a specific time or times, or payable upon the happening of a specified event or events, for monies borrowed, or in payment for property acquired, or for any of the other objects or purposes of the corporation.
- (G) To have one or more offices, and to conduct its business and promote its objects within and

without the State of Florida, and other states, the District of Columbia, the territories, possessions and dependence of the United States, and in foreign countries, without restriction as to place or manner.

- (H) To acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses and other rights or interests thereunder or therein.
- (I) To sell, convey, mortgage, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property, rights, privileges, franchises, and other assets.
- (J) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of all and otherwise use and deal in and with, shares and other interests, or obligations of, corporations, partnerships or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district, municipality, or of any instrumentality thereof.
- (K) To purchase, take, receive, lease, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use or otherwise deal in and with real or personal property, or any interest therein, in its own right, as trustee, or in any other fiduciary capacity, wheresoever situated.
- (L) To lend money for its corporate purposes, to invest and reinvest in funds and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (M) To make donations for the public welfare or for religious, charitable, scientific, educational or other similar purposes.
- (N) To do all and everything necessary or appropriate for the accomplishment of any of its purposes, the obtaining of any of its objects, the furtherance of any of the powers enumerated in this charter or any amendment thereof, or necessary or incidental to the protection and

benefit of the corporation, as principal, agent, trustee, or otherwise.

The foregoing paragraph shall be construed as enumerating both objects and powers of the corporation, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

This corporation is not organized for pecuniary profit nor does it have any power to issue certificates of stock or to declare dividends, and no part of its net earnings shall inure to the benefit of any member, directors, trustee or individual. The balance, if any, of all money received by the corporation from its operations, after the payment in full of all debts and obligations of the corporation, of whatsoever kind and nature, shall be used and distributed exclusively for educational purposes.

ARTICLE III. MEMBERSHIP

The membership of this corporation shall consist of those persons who shall have manifested their fidelity to the purposes and objects of this corporation. The said members shall comprise a Board of Trustees and the said trustees shall be divided into three classes, one-third of whom shall be elected annually. A trustee may serve three terms, a total of nine (9) years. Then the trustee must rotate off the board for at least one year. Moreover, there may be certain trustees elected to the Board of Trustees for terms of one (1) year, at the discretion of the Board of Trustees. Trustees elected for one (1) year terms shall otherwise be governed by the provisions applicable to trustee elected for terms of three (3) years. The said Board of Trustees and their successors may remove any member of the board as provided by the Bylaws of this corporation.

ARTICLE IV. TIME OF EXISTENCE

This corporation shall have perpetual existence.

**ARTICLE V.
MANAGEMENT**

The affairs of this corporation shall be managed by a Board of Trustees, subject to the rules and regulations of the Board of Higher Education and Ministry of the United Methodist Church, a Tennessee corporation, or its successor, and subject to the Discipline of the United Methodist Church. The said Board of Trustees shall be composed of not less than twenty-four (24) nor more than thirty-six (36) plus Ex-officio members. All vacancies on the said Board of Trustees shall be filled on nomination and election by the Board of Trustees. The officers of the Board of Trustees shall consist of a Chairman, First Vice Chairman, Second Vice Chairman, Third Vice Chairman, a Secretary, and a Treasurer to be elected by a majority vote of the members present, provided that a quorum is present at the Annual Spring Meeting of said board. Twenty (20) members of the Board of Trustees either in person or by proxy shall be necessary to constitute a quorum.

The names and addresses of the Board of Trustees are as follows:

BOARD OF TRUSTEES ROSTER
BETHUNE-COOKMAN COLLEGE
March 19, 1999

- | | |
|--|---|
| <p>1. Mr. Robert L. Billingslea (O'97)
 Corporate Director
 Urban Affairs
 Disney Worldwide Services, Inc.
 Post Office Box 10000
 Lake Buena Vista, FL 32830-1000
 Telephone: (407) 828-2700
 Fax #: (407) 828-5058</p> | <p>7. Dr. Robert A. Bryan (M'95)
 Chair, Development Committee
 President Emeritus
 State University System
 9518 SW 56 Place
 Gainesville, FL 32608
 Telephone: (352) 335-4241
 Fax #: (352) 335-7588</p> |
| <p>2. Burney Bivens, Esquire (M'96)
 Bivens, Jones & Associates
 1543 Kingsley Avenue, #18-B
 Orange Park, FL 32073
 Telephone: (904) 264-3412
 Fax #: (904) 264-2456</p> | <p>8. Mr. Robert Carter (M'96)
 President and Owner
 S.S. Designs, Inc.
 5558 Commercial Boulevard
 Winter Haven, FL 33880
 Telephone: (941) 965-2576
 Fax #: (941) 967-0786</p> |
| <p>3. Mr. A. Ray Brinson (M'92)
 Chair, Audit Committee
 Claims Manager
 Prudential Life Insurance Company
 3767 Gurley Road
 Jacksonville, FL 32211
 Telephone: (904) 351-2700
 Fax #: (904) 351-2988</p> | <p>9. Dr. Charles W. Courtoy (O'92)
 Third Vice Chairman and
 Chair, Nominations Committee
 Executive Director
 Church Development
 Florida Conference
 The United Methodist Church
 Post Office Box 3767
 Lakeland, FL 33802
 Telephone: (941) 688-5563, Ext. 146
 Fax #: (941) 680-1912</p> |
| <p>4. Stephen M. Brooks, M.D. (M'93)
 Ophthalmologist
 Florida Eye Clinic
 500 S. Delaney Avenue, Suite 301
 Orlando, FL 32801
 Telephone: (407) 843-3937</p> | <p>10. Dr. Nathaniel L. Davis (M'94)
 Educator, Ret.
 1416 Jefferson Street
 Jacksonville, FL 32209
 Telephone: (904) 354-0750
 Fax #: (904) 355-4005</p> |
| <p>5. Mr. Matthew L. Brown (M'94)
 Chair, Student Life Committee
 Two Melton Drive, West
 Rockville Centre, New York 11570
 Telephone: (718) 756-2300
 Fax #: (718) 467-1942</p> | <p>11. Mrs. Margaret C. Donnelley (O'98)
 President Emeritus
 Mental Health Association of Palm
 Beach County
 Post Office Box 1470
 West Palm Beach, FL 33402
 Telephone: (561) 686-8779</p> |
| <p>6. Mr. Jacob F. Bryan, IV (O'91)
 Chair, Finance Committee
 The Bryan Group
 3201 Independent Square
 Jacksonville, FL 32202
 Telephone: (904) 355-7755
 Fax #: (904) 355-5333</p> | |

12. Mr. W. Wallace Dutton, III (O'98)
Vice President, Resident Manager
Merrill Lynch
239 Florida Avenue
Dunedin, FL 34698
Telephone: (727) 462-2362 (w)
Fax #: (727) 441-4050
13. Ms. Toni Fay (M'96)
Vice President for Community Relations
Time Warner, Inc.
75 Rockefeller Plaza
New York, NY 10019
Telephone: (212) 484-6401
Fax #: (212) 484-6417
14. Willie E. Gary, Esquire (M'92)
Second Vice Chairman
Gary, Williams, Parenti Law Firm
221 East Osceola Street
Stuart, FL 34994
Telephone: (561) 283-8260
Fax #: (561) 220-3343
15. Dr. M. McCoy Gibbs (M'97)
Chairman, Personnel Committee
Minister Emeritus
Morrison United Methodist Church
411 Oak Hammock Lane
Leesburg, Florida 34748
Telephone: (352) 787-6336
16. Mrs. Helen S. Godwin (M'92)
Community Volunteer/Organizer
1126 Brookwood
Jacksonville, FL 32207
Telephone: (904) 396-7174
Fax #: (904) 399-0373
17. Mr. James R. Gregg (O'96)
Investor
2932 Portobello Avenue
Leesburg, FL 34748
Telephone: (352) 787-2858
18. Dr. Larry R. Handfield (M'94)
Chair, Buildings & Grounds
Subcommittee of Finance Committee
Pitts, Handfield & Valentine, P.A.
4770 Biscayne Blvd., Suite 1130
Miami, FL 33137
Telephone: (305) 576-1011
Fax #: (305) 576-2304
19. Bishop Cornelius L. Henderson
First Vice Chairman
Presiding Bishop, Florida Conference
The United Methodist Church
Post Office Box 1747
Lakeland, FL 33802
Telephone: (941) 688-4427
Fax #: (941) 687--0568
20. Mr. David R. Hochstetler (M'97)
Senior VP/Director of Marketing
Fidelity Federal Savings Bank of FL
218 Datura Street
West Palm Beach, FL 33401
Telephone: (561) 659-9960
Fax #: (561) 659-9968
21. Dr. Wendell P. Holmes, Jr. (O'78)
Board Chairman
Proprietor and CEO
Holmes Funeral Home
Post Office Box 2704
Jacksonville, FL 32203-2704
Telephone: (904) 765-1641
Fax #: (904) 765-9579
22. The Reverend Herbert R. Lange (M'95)
Chair, Honorary Degrees Committee
Minister,
First United Methodist Church
Post Office Box 1336
Tarpon Springs, FL 34688-1336
Telephone: (813) 937-3271
Fax #: (813) 937-3271 (same as above)
23. Dr. J. Stanley Marshall (O'94)
Chair, Education Policies Committee

Chairman and CEO
The James Madison Institute
for Public Policy Studies
Post Office Box 13894
Tallahassee, FL 32317-3894
Telephone: (850) 386-3131
Fax #: (850) 386-1807

24. Mrs. Mary Alice Massey (O'97)
Secretary
Lay Leader, Florida Conference
The United Methodist Church
6750 Epping Forest Way, N., #106
Jacksonville, FL 32207
Telephone: (904) 448-2426
Fax #: (904) 448-6483

25. Mrs. Kathleen C. Rydell (O'96)
Treasurer
2911 Safe Harbor Drive
Tampa, FL 33618
Telephone: (813) 932-871

26. Mrs. Brenda Schofield (O'98)
Director, Equal Opportunity Affairs
Corporate Employee Resources
Pfizer, Inc.
235 East 42nd Street
New York, NY 10017-5755
Telephone #: (212) 573-2277
Fax #: (212) 573-0743

27. Dr. Charles H. Schools (O'97)
Chair Investment
SubCommittee of Finance Committee
1313 Dolly Madison Boulevard
Suite 333
McLean, Virginia 22101
Telephone: (703) 356-1929
Fax #: (703) 847-9735

28. Mr. Hilton O. Smith (O'96)
Corporate Vice President
Turner Construction Company
1301 East Ninth Street, Suite 1414
Cleveland, OH 44114
Telephone: (216) 522-1180
Fax#: (216) 687-8107
(216) 344-9197

29. Mr. James W. Thomas (M'90)
International Business Machines

Post Office Box 12195
3039 Cornwallis Road, 90M/062
Research Triangle Park,
North Carolina 27709-2195
Telephone #: (919) 254-7756
Fax #: (919) 543-1666

30. Dr. James L. Waits (O'98)
President
Fund for Theological Education, Inc.
825 Houston Mill Road, Suite 250
Atlanta, GA 30329-4211
Telephone: (404) 727-1450 (B)
(404) 266-0812 (H)
Fax #: (404) 727-1490

31. Dr. Richard J. Wills, Jr. (O'96)
Senior Pastor, Christ United Methodist
Church
4845 NE 25th Avenue
Fort Lauderdale, FL 33308
Telephone #: (954) 772-2783
Fax #: (954) 771-7300

32. Dr. Eugene M. Zimmerman (M'97)
UMC Minister, Ret.
7204 San Carlos Road
Jacksonville, FL 32217
Telephone: (904) 448-8718

EX-OFFICIO

1. Dr. Oswald P. Bronson, Sr.
President
Bethune-Cookman College
640 Dr. MM Bethune Blvd.
Daytona Beach, FL 32114-3099
Telephone: (904) 252-8667

2. Mrs. Lee Bryan (O'97)
Alumni Representative
620 South Ohio Avenue
Orlando, FL 32805
Telephone: (407) 296-5130, Ext. 258 - W
(407) 293-4809 - H
Fax #: (407) 296-5139

3. Mrs. LaVita Hayes-Charity (O'98)
Alumni Representative

U.S. Treasury Department
134 Tuill Place
Alexandria, VA 22304
Telephone: (202) 283-1555 (w)
(703) 566-1550 (h)
Fax #: (202) 283-1120

UMC, Ret.
C/o Grime
1553 Cobblegate Lane
Reynoldsburg, OH 43068-3209

HONORARY TRUSTEES

4. Dr. Montfort C. Duncan, Jr. (M'95)
District Superintendent
DeLand District
The United Methodist Church
303 East Kentucky Avenue
DeLand, FL 32724
Telephone: (904) 734-1057
Fax #: (904) 822-9749
5. Mr. John Williams, President (O'96)
B-CC National Alumni Association
1764 Northwest 192nd Street
Miami, Florida 33056
Telephone: (305) 758-3658 - W
(305) 620-7312 - H
Pager: (305) 880-3649

TRUSTEE EMERITI

1. Bishop Robert E. Fannin
Alabama Conference, UMC
898 Arkadelphia Road
Birmingham, AL 35204
Telephone: (205) 322-8665
Fax #: (205) 3228938
2. Mr. Jon E. Hall
Jon Hall Chevrolet
Post Office Box 751
Daytona Beach, FL 32115
Telephone: (904) 255-4444
3. Bishop J. Lloyd Knox
UMC, Ret.
6848 15th Street, S.
St. Petersburg, FL 33705-6024
4. Dr. Eddie J. Rivers, Jr.
UMC Minister, Ret.
411 Maple Street
Daytona Beach, FL 32114
Telephone: (904) 252-9850
5. Bishop Lloyd C. Wicke

1. Dr. Thomas R. Horton
University Advisor
Stetson University
Campus Box 8258
DeLand, FL 32724
Telephone: (904) 822-8880
2. Mr. George E. Davis, Jr. (M'88)
Davis Gas Company
2001 Northwest 23 Terrace
Gainesville, FL 32605
Telephone: (352) 372-0385
Summer - (704) 743-2030
Fax #: (352) 355-4005
3. Dr. Alice E. Moore (O'85)
Educator, Ret.
801 Fourth Street
West Palm Beach, FL 33401
Telephone: (561) 832-4033
Fax #: (561) 434-8074
4. Mr. John J. Schroepfer (M'88)
Exec. Vice President, Investments
Paine Webber, Incorporated
2772 NW 43 Street, Suite S
Gainesville, FL 32606
Telephone: (352) 373-2500 - W
(352) 372-5686 - H
1-800-807-7111
Fax: (352) 338-6955
5. Wm. Reece Smith, Esquire (M'97)
Carlton, Fields, Ward, Emmanuel
Smith & Cutler, P.A.
Post Office Box 3239
Tampa, FL 33601
Telephone: (813) 223-7000

**ARTICLE VI.
BYLAWS**

The Bylaws of this corporation shall be made, adopted, amended, altered and rescinded by a two-thirds of the membership present, provided that there is a quorum, as hereinabove set forth, present.

ARTICLE VII.

AMENDMENT TO THE ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended by a proposal of the Board of Trustees duly adopted by the majority of such Trustees and approved by a two-thirds vote of the membership present at any meeting at which a quorum, as hereinabove set forth, is present.

**ARTICLE VIII.
DISSOLUTION**

This corporation may be dissolved in accordance with Chapter 617 of the Florida Statutes. In the event of dissolution of the corporation, or in the event it shall cease to carry out the objects and purposes herein set forth, all the properties and assets of the corporation shall be distributed to such non-profit educational and charitable organizations as may be selected by the Board of Trustees of the corporation, so that the properties and assets of the corporation shall, in that event, be used for and devoted to the purposes of the moral, physical, spiritual, industrial and intellectual education and advancement of mankind; and in no event shall any of the properties or assets of this corporation, or the proceeds of any of said properties or assets, be distributed to or inure to the benefit of any member, trustee, or individual. In the event that, upon dissolution, the Board of Trustees of the corporation is unable to agree upon the manner of distribution, or the organization to receive, the properties and assets of the corporation, the distribution of the properties and assets and recipients thereof, shall be determined by the Board of Higher Education and Ministry of the United Methodist Church, Nashville, Tennessee. Such properties and assets are to be used for educational purposes as promoted by Bethune-Cookman College.

ARTICLE IX.

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office of the corporation is 640 Dr. Mary McLeod Bethune Boulevard, Daytona Beach, Florida. The name of the registered agent of the corporation at such address is Kirit Patel.

IN WITNESS WHEREOF, the undersigned President and Secretary have executed these Amended and Restated Articles of Incorporation this 29th day of June, 1999.

BETHUNE-COOKMAN COLLEGE, INC.

By Oswald P. Bronson, Jr.
President

✓ Attest: Mary Alice Massey
Secretary

ACKNOWLEDGMENT

The foregoing instrument was acknowledged before me this 29th day of June, 1999 by Oswald P. Bronson, and Mary Alice Massey, College President and Board Secretary, respectively, of Bethune-Cookman College, Inc., a Florida corporation, on behalf of the corporation.

Sharon M. Bostick
Notary



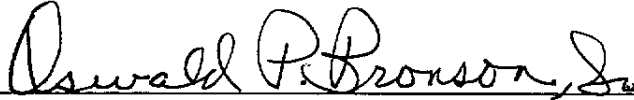
Sharon M Bostick
My Commission CC606019
Expires December 8, 2000

**CERTIFICATE DESIGNATING REGISTERED AGENT AND
STREET ADDRESS
FOR
SERVICE OF PROCESS**

Pursuant to Section 48.091, Florida Statutes, Bethune-Cookman College, Inc., hereby designates

Kirit Patel and 640 Dr. Mary McLeod Bethune Boulevard, Daytona Beach, Florida, as its registered agent and the street of its registered offices, respectively, for service of process within the State of Florida.

BETHUNE-COOKMAN COLLEGE, INC


President

ACCEPTANCE OF DESIGNATION

I hereby accept the foregoing designation as registered agent of Bethune-Cookman College, Inc. For service of process within the State of Florida.


Associate Vice President for Fiscal Affairs