

720527

JOE D. MATHENY

ATTORNEY AT LAW

355 INDIAN RIVER AVENUE

TITUSVILLE, FLORIDA

(407) 267-3733

PLEASE REPLY TO:

P.O. BOX 6526

TITUSVILLE, FL 32782-6526

FAX

(407) 267-3736

September 16, 1998

Corporate Records Bureau
Division of Corporation
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

800002649568--1
-09/28/98--01001--008
*****15.00 *****15.00

Re: BREVARD COMMUNITY COLLEGE FOUNDATION, INC.

800002649568--1
-09/28/98--01001--009
*****20.00 *****20.00

Dear Sir:

Enclosed please find for filing with the Division of Corporations the original Second Amended and Restated Articles of Incorporation and the original Resolution of the corporation. Also enclosed is the original Resolution of Brevard Community College approving these filings. Please return the original Resolution of Brevard Community College as it is also applicable to subsequent filings by other corporations. A check in the amount of \$20.00 is enclosed for filing fees.

Please return a conformed copy of the Articles undersigned. Thank you for your assistance in this matter.

Very truly yours,

JOE D. MATHENY

dch

Enclosure (check)

FILED
SEP 25 PM 3:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 SEP 18 AM 9:28
DIVISION OF CORPORATIONS

TL SEP 25 1998

JOE D. MATHENY

ATTORNEY AT LAW

355 INDIAN RIVER AVENUE

TITUSVILLE, FLORIDA

(407) 267-3733

PLEASE REPLY TO:

P.O. BOX 6526

TITUSVILLE, FL 32782-6526

FAX

(407) 267-3736

September 29, 1998

Corporate Records Bureau
Division of Corporation
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

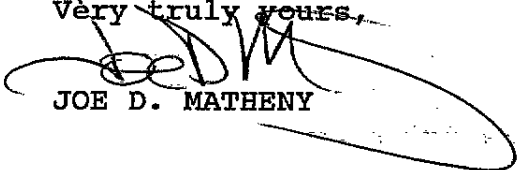
ATTENTION: THELMA LEWIS

Re: BREVARD COMMUNITY COLLEGE FOUNDATION, INC.

Dear Ms. Lewis:

As per your request, enclosed please find the Acknowledgment
for Resident Agent.

Very truly yours,


JOE D. MATHENY

dch
Enclosure

JOE D. MATHENY

ATTORNEY AT LAW

355 INDIAN RIVER AVENUE

TITUSVILLE, FLORIDA

(407) 267-3733

PLEASE REPLY TO:

P.O. BOX 6526

TITUSVILLE, FL 32782-6526

FAX

(407) 267-3736

September 22, 1998

Corporate Records Bureau
Division of Corporation
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

ATTENTION: THELMA LEWIS

Re: BREVARD COMMUNITY COLLEGE FOUNDATION, INC.

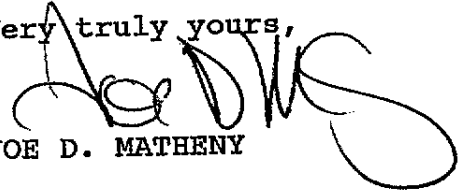
Dear Sir:

Per your telephone conversation with my secretary Maria, enclosed please find a check in the amount of \$15.00 to cover the shortfall of our check that was sent to you with our letter dated September 16, 1998.

Per our letter of September 16, 1998, please file with the Division of Corporations the previously enclosed original Second Amended and Restated Articles of Incorporation and the original Resolution of the corporation. Also, please be reminded that the original Resolution of Brevard Community College approving these filings was also enclosed and we request that you return the original Resolution of Brevard Community College as it is also applicable to subsequent filings by other corporations.

Please return a conformed copy of said Articles to the undersigned. Thank you for your assistance in this matter.

Very truly yours,


JOE D. MATHENY

dch

Enclosure (check)

**RESOLUTION
AMENDING THE ARTICLES OF INCORPORATION
OF THE
BREVARD COMMUNITY COLLEGE FOUNDATION, INC.**

98 SEP 25 PM 3:16
FILED
TALLAHASSEE
SECRETARY OF STATE
FLORIDA

WHEREAS, changes in the Florida law pertaining to direct-support organizations for community colleges require certain amendments to the Articles of Incorporation; and

WHEREAS, the Brevard Community College Board of Trustees has established a task force to review and make recommendations to the Board concerning its direct-support organizations; and

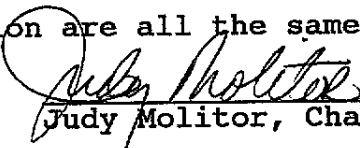
WHEREAS, the College Board of Trustees has mandated certain changes for the Articles of Incorporation, as well as the Bylaws of the Corporation; and

WHEREAS, the proposed Amendments to the Articles of Incorporation have been submitted in writing to each member entitled to vote; and

WHEREAS, the proposed Amendments were considered by the Corporation in a special meeting called for that purpose; and

WHEREAS, a quorum was present and voting.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the **BREVARD COMMUNITY COLLEGE FOUNDATION, INC.**, in a special meeting held on the 21st day of July, 1998, with a quorum present and voting, the Corporation unanimously approved and adopted the Second Amended and Restated Articles of Incorporation of the **BREVARD COMMUNITY COLLEGE FOUNDATION, INC.**, a true copy of which is attached to this Resolution. The Board of Directors and the members of the Corporation are all the same.



Judy Molitor, Chairperson Date

SECOND AMENDED AND RESTATED

ARTICLES OF INCORPORATION

OF

BREVARD COMMUNITY COLLEGE FOUNDATION, INC.

A Florida Not for Profit Corporation

Pursuant to the provisions of Section 617 of the Florida Statutes, the Corporation adopts the following Second Amended and Restated Articles of Incorporation.

ARTICLE I

NAME

BREVARD COMMUNITY COLLEGE FOUNDATION, INC.

ARTICLE II

PURPOSE

The Corporation is organized as a not for profit corporation exclusively for charitable, benevolent, and educational purposes. Its activities shall be conducted in such a manner that no part of its net earnings shall inure to the benefit of any member, director, trustee, officer, or individual.

Notwithstanding any provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from Federal income tax under Section 501(c)(3), or by a Corporation qualified as a public charity under Section 509(a)(1), of the Internal Revenue Code of 1954, as amended, or the corresponding provision of any future United States Internal Revenue Law (hereinafter collectively referred to as the "Code").

FILED
98 SEP 25 PM 3:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Without in any way limiting the foregoing general purpose, the specific purpose of the Corporation shall be as follows:

1. To encourage, solicit, receive and administer gifts and bequests of property and funds for scientific, educational and charitable purposes, all for the advancement of BREVARD COMMUNITY COLLEGE and its objectives; and to that end to take and hold, either absolutely or in trust for any of said purposes, funds and property of all kinds, subject only to any limitations or conditions imposed by law of the instrument under which received; to sell, lease, convey and dispose of any such property and to invest and reinvest any proceeds and other funds, and to deal with and expend the principal and income for any purposes herein authorized; to act as trustee; and, in general, to exercise any, all and every power, including trust powers, which a Corporation not for profit organized under the laws of Florida for the foregoing purposes can be authorized to exercise.

2. To promote and support education; to provide (a) funds which are not provided from public sources for use in the furtherance of the education and welfare of BREVARD COMMUNITY

COLLEGE, its faculty and students; (b) funds to be used in attracting experienced and outstanding instructors, educators and scientists to such College; (c) educational facilities, including housing; (d) scholarships; and (d) for any and all other lawful purposes or purposes for which a not for profit corporation may be organized; provided, however, that the Corporation shall not engage in activities that are not in furtherance of its charitable purposes other than as an insubstantial part of its activities.

This Corporation is organized and operated exclusively to receive, hold, invest, and administer property and to make expenditures to or for the benefit of Brevard Community College. This Corporation is a direct support organization of Brevard Community College; and, it has been certified by Brevard Community College as operating in a manner consistent with the goals of Brevard Community College and in the best interest of the State of Florida. The purpose of the Corporation is to exist as a direct support organization within the meaning of Florida Statute 240.331. The Corporation shall comply with and abide by all of the policies and procedures pertaining to said organization and promulgated by the District Board of Trustees of Brevard Community College from time to time.

In the event of dissolution of the Corporation or the winding up of its affairs, or other liquidation of its assets, the Corporation's property shall be conveyed or distributed to the District Board of Trustees of Brevard Community College, a body

politic and public corporation organized and existing under the laws of the State of Florida. In the event Brevard Community College does not qualify to receive, is not then in existence, or to the extent that it may be prohibited by applicable law from owning certain assets of the Corporation, the Corporation's property shall be conveyed or distributed to such other Florida not for profit corporations operated for nonprofit purposes similar to those of the Corporation which as the time of such conveyance or distribution qualify as an exempt organization or organizations under Section 501(c)(3), and as a public charity under Section 509(a), of the Code as the Board of Directors of the Corporation may determine. Any such assets not so disposed of shall be disposed of by the appropriate Court of the jurisdiction in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine which are organized and operated for such purposes.

ARTICLE III

ANNUAL AUDIT

The Corporation shall make provisions for an annual post audit of its financial accounts to be conducted by an independent certified public accountant in accordance with rules to be promulgated by the District Board of Trustees of Brevard Community College. The annual audit report must be submitted to the Auditor

General, the State Board of Community Colleges, and the Brevard Community College Board of Trustees for review. The Board of Trustees and the Auditor General may require and receive from the Corporation or from its independent auditor any detail or supplemental data relative to the operation of the organization. The identity of the donors who desire to remain anonymous shall be protected, and that anonymity shall be maintained in the auditor's report.

ARTICLE IV

ANNUAL BUDGETS AND REPORTS

The Corporation shall submit to the Brevard Community College Board of Trustees its Federal Internal Revenue Service Application for Recognition of Exemption form (Form 1023) and its Federal Internal Revenue Service Return of Organization Exempt from Income Tax form (Form 990).

ARTICLE V

INTRA-TRANSACTIONS/AGREEMENTS

Any transaction or agreement between this Corporation and any other direct support organization of Brevard Community College or between this Corporation and any center of technology innovation designated under Florida Statute 240.3335 must be approved by the District Board of Trustees.

ARTICLE VI

POWERS

The Corporation shall possess and may exercise all the powers and privileges granted by Chapters 607 and 617 of the Florida Statutes, or by any other law of Florida, together with all powers necessary or convenient to the conduct, promotion or attainment of the activities or purposes of the Corporation, limited by the restrictions set forth in these Articles of Incorporation and the Bylaws; provided, however, that the Corporation shall not engage in activities that are not in furtherance of its charitable purposes other than as an insubstantial part of its activities.

LIMITATION OF POWERS

In addition to the limitations and restrictions otherwise stated in these Articles of Incorporation, the Corporation:

(1) Shall seek and obtain the approval of the District Board of Trustees of Brevard Community College of any proposed changes to these or any amendments to the Articles of Incorporation.

(2) Shall seek and obtain approval of the District Board of Trustees of Brevard Community College for any amendment to the Bylaws of the Corporation.

(3) The Board members of the Corporation and Committee members shall be selected with consideration for broad community membership and regular rotation of said members and Committee

members. Board members shall have term limits as set forth in the Bylaws of the Corporation.

(4) The Corporation shall comply with all Brevard Community College policies and procedures.

(5) All employees of the Corporation are subject to all Brevard Community College policies and procedures.

(6) The annual budget process for the Corporation shall be completed and submitted to the Brevard Community College Board of Trustees annually and prior to or contemporaneously with the development of the annual budget for Brevard Community College.

(7) Except for those members who now serve, College employees may not serve as members of the Corporation Board. As College employees rotate off of the Board, they will be replaced by members who are not College employees.

(8) The Corporation shall develop and implement an investment policy, a finance committee policy, a real estate policy and an operational policy addressing long-term contracts for the Corporation. These policies shall require the approval of the District Board of Trustees.

(9) All Corporate regular and special board meetings and executive committee meetings shall be subject to the Florida Government in the Sunshine Law.

(10) The Corporation shall not permit any outside organization to use any College address or the address of the Corporation unless approved by the District Board of Trustees based

upon the recommendation of the President of Brevard Community College.

(11) The Corporation shall comply and with and abide by all Florida laws pertaining to Direct Support Organizations of Community Colleges as adopted by the Florida Legislature from time to time.

ARTICLE VII

MEMBERSHIP

Subject to limitations set forth in Article VI, the members of the Corporation shall be the Directors thereof; and, the members shall be selected in accordance with Article XI of this Charter.

ARTICLE VIII

TERM

The term of the Corporation shall be perpetual.

ARTICLE IX

(INTENTIONALLY LEFT BLANK)

ARTICLE X

OFFICERS

The names and addresses of the present officers of the Corporation are as follows:

<u>Office</u>	<u>Name & Address</u>
Chairperson of the Foundation	Judy Molitor President IOCOM 625 Florida Ave., Suite 5 Cocoa, FL 32922
Chairperson Elect of the Foundation	Bill Taylor Senior Vice President NationsBank 175 E. NASA Blvd. Melbourne, FL 32901
District President of the Community College (or Designee)	Dr. Michael Kaliszeski Interim President Brevard Community College 1519 Clearlake Road Cocoa, FL 32922
District Board of Trustees Appointee	Peter Morton President Morton Land Company 2090 Meadowlane Avenue Melbourne, FL 32904
Executive Director of the Foundation	Dr. Elena M. Flom Brevard Community College 1519 Clearlake Road Cocoa, FL 32922
Vice Chairperson of the Foundation	George Lewis ReMax Service Team 255 Merritt Square Mall Merritt Island, FL 32952

Secretary of the Foundation

Judy Spencer
Regional Manager
Bell South
P.O. Box 1270
Cocoa, FL 32923

Treasurer of the Foundation

Roger Dobson
Director, Emeritus
Hoyman, Dobson & Company
215 Baytree Drive, Suite 1
Melbourne, FL 32940

Immediate Past Chairperson of the
Foundation

Bill Ellis
Director of Public Affairs
Canaveral Port Authority
200 George King Blvd.
Cape Canaveral, FL 32920

*Attorney for the Foundation

Joe D. Matheny
P.O. Box 6526
Titusville, FL 32782-6526

Director at large elected from and
by the College Foundation Board
membership at the annual meeting.

Leonard G. Sanderson, Jr.
Area Manger
Florida Power & Light
7901 Ellis Road
W. Melbourne, FL 32904

Director at large selected by the
remaining member of the
Executive Committee

Tom Wasdin
5300 Ocean Beach Blvd.
Suite 505
Cocoa Beach, FL 32931

*As Attorney for BCC Ex Officio Member (non-voting)

ARTICLE XI

DIRECTORS

11.1 Number.

The affairs of the Corporation are to be managed by a Board of Directors consisting of no less than three (3) and no more than sixty (60) members, the exact number of Directors to be specified in the Bylaws of the Corporation.

11.2 Composition, Election and Tenure.

(a) The Directors of the Corporation shall be selected from among those individuals who have an interest and who possess the ability to participate effectively in the discharge of the Board's responsibilities. The Directors of the Corporation shall be nominated and elected for terms and in the manner as shall be provided in the Bylaws from time to time.

(b) The Chairperson of the District Board of Trustees of Brevard Community College shall appoint a representative to the Board of Directors and the Executive Committee of the Corporation. The District President of Brevard Community College or his designee shall also serve on the Board of Directors and the Executive Committee of the Corporation.

11.3 Powers.

The Board of Directors shall act for the Corporation and shall have the power to decide all matters relating to the conduct of business for the Corporation. The power of the Board of Directors shall be subject to the limitations of Florida law and the Brevard Community College policies and procedures in effect from time to time.

11.4 Board of Directors.

The names and addresses of the members of the existing Board of Directors who shall hold office until their successors are elected and have qualified, or until resignation or removal, are as follows:

<u>Name</u>	<u>Address</u>
Ms. Angela Abbott	Attorney at Law P.O. Box 6447 Titusville, FL 32782-6447
Mr. Rick Abramson	President & COO Delaware North Park Services of Spaceport, Inc. Mail Code: DNPS KSC, FL 32899
Mr. Max Algase	8241 Turtle Creek Circle Las Vegas, NV 89113-0132
Mr. John Banks	Area President First Union National Bank of Florida 700 S. Babcock Street Melbourne, FL 32901
Mr. John Barnes	President Space Coast Press 142 S. Courtenay Parkway Merritt Island, FL 32952
Mr. Lee Barnhart	President, Barnhart Consulting Nisbets, Inc. P.O. Box 177 Cocoa, FL 32923
Mr. Edward Beck	Practice Managing Director Bray, Beck & Koetter, CPA's 1901 S. Harbor City Blvd. Suite 500A Melbourne, FL 32901
Mr. Jim Bishop	9 Bonaventure Drive Rockledge, FL 32955
Mr. Roy Bridges	Director KSC/NASA Mail Code: AA John F. Kennedy Space Center KSC, FL 32899
Mr. David Brock	President Community Educators Credit Union 103 S. US 1 Rockledge, FL 32955

Mr. Melton Broom	760 Montclair Road, NE Palm Bay, FL 32905
Mr. Hugh Brown	President & DEO BAMSI P.O. Box 1659 Titusville, FL 32781-1659
Ms. Connie Chiles-Cooke	State Farm Insurance 1400 Palm Bay Road, NE Palm Bay, FL 32905
Mr. Robert Christmas	General Manager Seminole Greyhound Park 2000 Seminola Blvd. Casselberry, FL 32707
Mr. Bob Dearmin	C&D Auto Centers 1754 Highway A1A Satellite Beach, FL 32937
Mr. Roger Dobson	Director, Emeritus Hoyman, Dobson & Company 215 Baytree Drive, Suite 1 Melbourne, FL 32940
Mr. Joseph Duda	President The Viera Company 7380 Murrell Road, Suite 201 Melbourne, FL 32940
Mr. Bill Ellis	Director of Public Affairs Canaveral Port Authority 200 George King Blvd. Cape Canaveral, FL 32920
Dr. Elena M. Flom	Executive Director of BCC Foundation Brevard Community College 1519 Clearlake Road Cocoa, FL 32922
Mr. Michael Gaich	President The Michael Gaich Company 190 S. Sykes Creek Parkway Merritt Island, FL 32952
Mr. W.W. "Bud" Garner	Vice President/Partner Tilden, Lobnitz & Cooper 874 Dixon Blvd. Cocoa, FL 32922

Mr. Larry Garrison	Executive Vice President/COO Health First, Inc. 8249 Devereux Drive Melbourne, FL 32940
Dr. Claude Godwin	Dentistry P.O. Box 6523 Titusville, FL 32796
Mr. James A. Greer	Chairman & CEO The Greer Companies 100 Rialto Place, Suite 203 Melbourne, FL 32901
Mrs. Myra Haley	President Suntree Properties 400 St. Andrews Blvd. Melbourne, FL 32940
Mr. Michael Jung	Advertising Director Florida Today P.O. Box 419000 Melbourne, FL 32941-9000
Dr. Michael Kaliszeski	Interim President Brevard Community College 1519 Clearlake Road Cocoa, FL 32922
Mr. Rodney Ketcham	President Rodney S. Ketcham, Inc. 1980 N. Atlantic Avenue Suite 918 Cocoa Beach, FL 32931
Mr. Malcolm Kirschenbaum	Counsel Gray, Harris & Robinson, P.A. P.O. Box 3767 Cocoa, FL 32924-3767
Mr. James A. Lawson	President Accudyne Corporation 1415 Foundation Park Blvd., SE Palm Bay, FL 32909
Mr. George Lewis	Realtor ReMax Service Team 255 Merritt Square Mall Merritt Island, FL 32952

*Mr. Joe D. Matheny	Attorney at Law P.O. Box 6526 Titusville, FL 32782-6526
Mr. Bruce E. Melnick	Vice President The Boeing Company P.O. Box 21233 KSC, FL 32815-0233
Mrs. Judy Molitor	President IOCOM 625 Florida Avenue, Suite 5 Cocoa, FL 32922
Major Gen. Jimmey R. Morrell	Senior Vice President GRC International, Inc. 1980 North Atlantic Avenue Suite 1030 Cocoa Beach, FL 32931
Mr. Peter J. Morton	President Morton Land Company 2090 Meadowlane Avenue Melbourne, FL 32904
Ms. Maxine Nohrr	President Travel Max at the Oaks 1800 W. Hibiscus Blvd. Suite 116 Melbourne, FL 32901
Mr. Philip F. Nohrr	Attorney at Law Gray, Harris & Robinson, P.A. P.O. Box 1870 Melbourne, FL 32902-1870
Dr. Mary Cathryne Park	Professor Brevard Community College 1519 Clearlake Road Cocoa, FL 32922
Mr. Ralph Perers	American Business Interiors 2015 S. Waverly Place Melbourne, FL 32901
*As Attorney for BCC Ex Officio Member (non-voting)	

Mr. Mark Reina	Group President Suntrust Bank, Central Florida, N.A. 100 Rialto Place, Suite 200 Melbourne, FL 32901
Mr. Larry Roselle	Brevard County Executive Wachovia Florida Bank 101 N. Plumosa Street Merritt Island, FL 32953
Mr. Leonard G. Sanderson, Jr.	Area Manager Corporate & External Affairs Florida Power & Light 7901 Ellis Road W. Melbourne, FL 32904
Mr. Doug Sedgwick	Owner American Speedy Printing Center of Brevard 1260 Claremont Street, N.E. Palm Bay, FL 32905
Mr. Patrick Smith	1370 Island Drive Merritt Island, FL 32952
Mr. Lee Solid	Vice President/General Manager Boeing North American P.O. Box 21105 KSC, FL 32815
Ms. Judy Spencer	Regional Manager Corporate & External Affairs BellSouth P.O. Box 1270 Cocoa, FL 32923
Mr. Bill Taylor	Senior Vice President Market Executive Brevard county Nations Bank 175 E. NASA Blvd. Melbourne, FL 32901
Mr. James S. Theriac, III	Managing Partner Amari, Theriac & Eisenmenger, P.A. 96 Willard Street, Suite 302 Cocoa, FL 32923

Mr. Robin Turner	President The Fair Management, Inc. 406 Richard Road Rockledge, FL 32955
Mr. Tom Wasdin	5300 Ocean Beach Blvd. Unit 505 Cocoa Beach, FL 32931
Dr. Frank Williams	3880 Pinetop Blvd. Titusville, FL 32780
Dr. John D. Williams	3928 Rambling Acres Drive Titusville, FL 32780
Mr. James Witherspoon	President Data Voice, Inc. 2510 Kirby Avenue, NE Suite 110 Palm Bay, FL 32905

11.5 Management.

The affairs of the Corporation shall be managed by the existing Board of Directors. One-third (1/3) of the members of the Board of Directors present and voting shall constitute a quorum for the conduct of the day to day business of this Corporation.

11.6 Governors Emeritus.

The Board of Governors is authorized and empowered to establish a special non-voting category of membership in the corporation designated as Governors Emeritus. The Bylaws shall set forth the qualifications, the manner of selection and the composition of this category of Board membership.

ARTICLE XII

BYLAWS

The Bylaws of the Corporation shall be adopted, altered, amended or repealed only by the vote of at least a majority of the members of the Board of Directors and then only upon the approval of the Brevard Community College Board of Trustees.

ARTICLE XIII

OFFICERS

13.1 Officers.

The Officers of the Corporation shall be a Chairperson, Vice Chairperson, Treasurer, and Secretary, who shall be elected for such terms and in the manner set forth in the Bylaws. The Corporation may, at the discretion of the Board, provide for different categories of officers, and may have additional officers including, without limitation, additional Vice Chairpersons, Assistant Secretaries and Assistant Treasurers.

13.2 Powers and Duties.

The powers and duties of the Officers of the Corporation shall be those usually pertaining to their respective offices, or as may be specifically directed by the Bylaws of the Corporation.

ARTICLE XIV

EXECUTIVE COMMITTEE

The Corporation is authorized to establish an Executive Committee as determined by the Bylaws from time to time. The

Executive Committee shall and may exercise all of the powers and authority of the Board when the Board is not in session, subject only to such restrictions and limitations as are provided in these Articles of Incorporation, the Bylaws or which the Board of Governors may specify from time to time in the Bylaws. The Executive Committee shall have no authority to alter, amend or repeal the Articles of Incorporation or Bylaws of the Corporation.

ARTICLE XV

AMENDMENTS

Amendments to these Articles of Incorporation may be made and adopted only by the vote of at least a majority of all the members of the Board of Directors and then only after the approval of the District Board of Trustees of Brevard Community College. Amendments shall be effective when a copy thereof, properly executed and acknowledged, has been filed with the Florida Department of State.

ARTICLE XVI

REGISTERED AGENT AND REGISTERED OFFICE

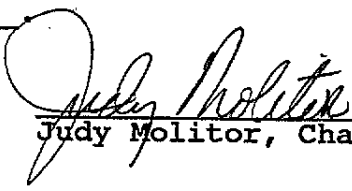
The address of the registered office of the Corporation is 1519 Clearlake Road, Cocoa, Florida 32922.

The Registered Agent at that address is JOE D. MATHENY, ESQUIRE, 355 Indian River Avenue, Titusville, Florida 32796.

IN WITNESS WHEREOF, the corporation by appropriate resolution of the Board of Directors wherein a quorum was present with a

majority voting in favor of the adoption of these Second Amended
and Restated Articles of Incorporation.

The undersigned having hereunto set her hand and seal this
____ day of _____, 19____



Judy Molitor, Chairperson

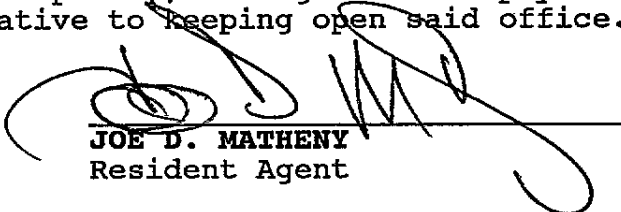
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That **BREVARD COMMUNITY COLLEGE FOUNDATION, INC.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in Brevard County, Florida, has named **JOE D. MATHENY**, whose address is 355 Indian River Avenue, Titusville, FL 32796, as its agent to accept Service of Process within this State.

ACKNOWLEDGMENT

Having been named to accept Service of Process for the above-stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



JOE D. MATHENY
Resident Agent