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Amended + Restated Art.

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Florida Community College at Jacksonville Foundation, Inc.
(Name of Corporation)

DOCUMENT NUMBER: ______________________

The enclosed Statement of Change of Registered Office/Agent and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Jeanne M. Miller, Esq.
(Name of Contact Person)

Florida Community College at Jacksonville
(Firm/Company)

501 West State Street
(Address)

Jacksonville, Florida 32202
(City/State and Zip Code)

For further information concerning this matter, please call:

Jeanne M. Miller, Esq. at (904) 632-3232
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a $35.00 check made payable to the Department of State.

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

The Amended and Restated
Articles of Incorporation
of
Florida Community College at Jacksonville Foundation, Inc.

We, whose names are affixed hereto, do hereby associate ourselves together for the purposes of forming a corporation not for profit under the laws of the State of Florida and under the following Articles of Incorporation:

Article I

The name of this corporation is Florida Community College at Jacksonville Foundation, Inc..

Article II

The purposes for which this corporation is organized are as follows:

a) To encourage, solicit, receive and administer gifts and bequests of property and funds for educational, scientific and charitable purposes, all for the advancement of Florida Community College at Jacksonville;

b) To enlist lay support and advice to Florida Community College at Jacksonville;

c) This corporation shall have its powers authorized under Chapter 617, Florida Statutes as it may subsequently be amended;

d) This corporation in exercising any one of more of such powers shall do so in the furtherance of the exempt purpose for which is has been organized as described in the Internal Revenue Code of the United States.

Article III

The initial post office address of the principal office of the corporation in the State of Florida is:

Florida Community College at Jacksonville
501 West State Street
Jacksonville, Florida 32202

The resident agent and address for the corporation is:

General Counsel
Florida Community College at Jacksonville
501 West State Street
Jacksonville, Florida 32202

The Board of Directors may from time to time move the principal office to any other address in Florida.

Article IV

The membership of the corporation shall consist of the individuals constituting the Board of Directors.

Article V

The corporation shall have perpetual existence. If the corporation should be dissolved, all of its assets shall be distributed to Florida Community College at Jacksonville or its successors.

Article VI

Section 1. Board of Directors

The affairs of the Foundation shall be managed by a Board of Directors of not less than fifteen (15) members. Their number, qualifications, terms of office and manner of selection shall be fixed in the Bylaws.

Section 2. Executive Committee

The Board of Directors may, by Bylaws, provide for the election of an Executive Committee of not less than five members of the Board of Directors and may authorize such committee to exercise all or part of the powers and authority of the Board of Directors.

Section 3. Officers

The officers of the corporation shall be a Chair, one or more Vice Chairs, Secretary and Treasurer. The officers shall be elected annually by the Board of Directors, each to serve for one year and until the election of a successor. The offices of Chair, Vice Chairs, Secretary and Treasurer shall be filled from the membership of the Board of Directors, as further defined in the Bylaws.

Article VII

These amended Articles of Incorporation may be revised at any time by a majority vote of the members of the Board of Directors.

Article VIII

The Bylaws of the corporation are to be made, altered or rescinded by the Board of Directors in the manner set forth in the Bylaws.

IN WITNESS WHEREOF, the undersigned Chair and Secretary, do make and file these amended and restated Articles of Incorporation of Florida Community College at

Jacksonville Foundation, Inc., a corporation not-for-profit, formed pursuant to Chapter 617, Florida Statutes, by declaring and certifying that the facts herein stated are true. Accordingly, we have hereto set our hands and seals this June 20, 2007. These amended and restated Articles of Incorporation were adopted by the membership on the corporation on June 20, 2007. The number of votes cast were sufficient for approval.

Charles A. Clarkson
Chair

Marsha Myers
Secretary

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 20th day of June, 2007, by Charles A. Clarkson and Marsha Myers, the Chair and Secretary, respectively, of Florida Community College at Jacksonville Foundation, Inc., a Florida corporation not-for-profit, on behalf of the corporation.

Patricia J. Smith
Notary Public, State of Florida

My Commission Expires: Patricia J Smith My Commission DD293061 Expires March 02, 2008

ATTACHMENT

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, this statement of change is submitted for a corporation organized under the laws of the State of Florida *in order to change its registered office or registered agent, or both, in the State of Florida.*

1. The name of the corporation: Florida Community College at Jacksonville Foundation, Inc.

2. The principal office address: 501 West State Street, Jacksonville, Florida 32202

3. The mailing address (if different): __________

4. Date of incorporation/qualification: 03/20/1972 Document number: 722946

5. The name and street address of the current registered agent and registered office on file with the Florida Department of State:

Dr. Steven Wallace

501 West State Street, Jacksonville, Florida 32202

6. The name and street address of the new registered agent (if changed) and /or registered office (if changed):

Jeanne M. Miller, Esq.

501 West State Street, Jacksonville, Florida 32202

(P.O. Box NOT acceptable)

The street address of its registered office and the street address of the business office of its registered agent, as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board, or the corporation has been notified in writing of the change.

Marsha Myers
(Signature of an officer or director)

MARSHA MYERS SECRETARY
(Printed or typed name and title)

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the corporation has been notified in writing of this change.

Jeanne Marie Miller
(Signature of Registered Agent)

7/30/07
(Date)

If signing on behalf of an entity:

JEANNE MARIE MILLER
(Typed or Printed Name)

*** * * FILING FEE: $35.00 * * ***

MAKE CHECKS PAYABLE TO FLORIDA DEPARTMENT OF STATE
MAIL TO: DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314