

NO4000005689

Dr. Earle E. Lee
(Requestor's Name)

41 N. 20th Street, #17
(Address)

Haines City, FL 33844-4638
(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

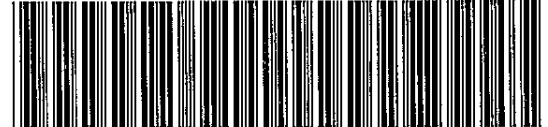
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Handwritten signature/initials

ARTICLES OF INCORPORATION

OF

FLORIDA COUNCIL OF PRIVATE COLLEGES, INC.

The undersigned, being of legal age and competent to contract, for the purpose of organizing a not for profit corporation pursuant to the laws of the State of Florida, they hereby agree and certify as follows:

ARTICLE I

NAME

The name of this Corporation shall be:

FLORIDA COUNCIL OF PRIVATE COLLEGES, INC.

ARTICLE II

COMMENCEMENT OF CORPORATE EXISTENCE

This Corporation shall commence corporate existence on the filing of these Articles of Incorporation and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III

PURPOSES AND GENERAL POWERS

The general purpose of this Corporation shall be the transaction of any and all lawful business. This Corporation shall have all of the powers enumerated in the Florida Not For Profit and all such other powers as are permitted by applicable law, including, without limitation and only by illustration, the following:

- (a) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced provided; however, such seal shall always contain the words "corporation not for profit."
- (b) To purchase, take, receive, lease, take by gift, devise or bequest or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (c) To sell, convey, mortgage, pledge, create security interests in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

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(d) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(e) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise sell and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(f) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as its Board of Directors may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and incomes.

(g) To enter into, make, receive assignments of, grant assignments of, and perform contracts of every nature and kind for any lawful purpose.

(h) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida Not For Profit Corporation Act or by other applicable law within or without the State of Florida.

(i) To elect or appoint officers and agents and define their duties and allow them reasonable compensation.

(j) To make and alter Bylaws, not inconsistent with its Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of its affairs.

(k) To promote, by all proper and legitimate agencies and means, education and educational movements, purposes or causes; to make gifts and donations for the public welfare or for charitable, religious, scientific, educational purposes or other similar purposes.

(l) To dedicate to the public or to any governmental entity or other entity whatsoever for any public or other purpose any of its real or personal property or any interest therein.

(m) To transact any lawful business which its Board of Directors shall find will be in aid of governmental policy.

(n) To have and exercise all powers necessary or convenient to effect its general purpose.

(o) To maintain affiliate membership with the Council of Private Colleges of America, Inc.

ARTICLE IV

MEMBERSHIP

The members of this not for profit corporation, if any, shall be qualified and admitted as set forth in the Bylaws of this Corporation.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be located as 41 n. 20TH Street, # 17, Haines City, Florida 33844-4638, and the initial registered agent of the Corporation at that address shall be Dr. Earle E. Lee. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This Corporation shall have four (4) directors initially. The number of directors may be either increased or diminished from time to time as provided in the Bylaws. The name and street address of the initial directors of this Corporation are:

Dr. Earle E. Lee
41 N. 20th Street, #17
Haines City, Florida 33844-4638

Dr. Abe Johnson
4085 Bothwell Terrace
Tallahassee, FL 32317-8548

Dr. C. Wayne Freeberg
8352 Innsbrook Drive
Tallahassee, FL 32312

Mrs. Barbara A. Lee
41 N. 20th Street, #17
Haines City, Florida 33844-4638

ARTICLE VII

INCORPORATORS

The name and street address of the persons signing these Articles as incorporator is:

Dr. Earle E. Lee
41 N. 20th Street, #17
Haines City, Florida 33844-4638

Dr. Abe Johnson
4085 Bothwell Terrace
Tallahassee, FL 32317-8548

Dr. C. Wayne Freeberg
8352 Innsbrook Drive
Tallahassee, FL 32312

ARTICLE VIII

BYLAWS

Except as otherwise provided by law, the power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors.

ARTICLE IX

INDEMNIFICATION

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said directors, officers employees and agents in their capacity as such except for willful misconduct or gross negligence.

ARTICLE X

AMENDMENT

This Corporation reserves the right or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR THE SERVICE OF PROCESS WITHIN Florida Council of Private Colleges, Inc. AND
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

The Florida Council of Private Colleges, Inc., desiring to organize as a not for profit corporation pursuant to the laws of the State of Florida with its registered office and principal place of business at 41 N. 20th Street, #17, Haines City, Florida 38844-4638, has named and designated him as its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named not for profit corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.

DATED this 8th day of June, 2004.



Dr. Earle E. Lee
Registered Agent