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FLORIDA PROFIT/NON PROFIT CORPORATION

Edison College Financing Corporation

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
EDISON COLLEGE FINANCING CORPORATION

The undersigned, acting as incorporator of a not for profit corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I-NAME

The name of the Corporation is Edison College Financing Corporation.

ARTICLE II-PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The street address of the Corporation's principal office is 8099 College Parkway, Fort Myers, Florida 33919 and the mailing address of the Corporation is 8099 College Parkway, P.O. Box 60210, Fort Myers, Florida 33906.

ARTICLE III-PURPOSES

The specific purposes for which this Corporation is organized are:

- (a) To exist and operate solely for scientific, educational, religious and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (the "Code") and no part of the income or assets of this Corporation shall be distributed to, nor inure to the benefit of, any individual;
- (b) To operate without regard to race, age, religion, sex or national origin;
- (c) To be organized and operated as a "community college direct-support organization", as defined in Section 1004.70 of the Florida Statutes, as may be amended or supplemented;
- (d) To receive, hold, invest and administer property and to make expenditures to or for the exclusive benefit of Edison College (the "College"), a community college in the State of Florida.
- (e) To exercise all the powers enumerated in Section 617, Florida Statutes, as it now exists or is subsequently amended or superseded, and to do and perform such acts and to have such powers as shall be desirable and necessary in furtherance of any of the powers herein above enumerated which are not in derogation of the laws of the State of Florida;

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(f) To carry out its functions such that no substantial part of the Corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office; and

(g) To operate, participate in or manage any other programs or activities that are not prohibited by law and that do not conflict with the provisions of Section 501(c)(3) of the Code.

ARTICLE IV-POWERS

The Corporation shall have and exercise all powers of a corporation not for profit as the same now exist or may hereinafter exist under the laws of the State of Florida. No part of the assets, income or profits of the Corporation shall be distributable to, or inure to the benefit of, its members, directors or officers or any private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation to its employees for services rendered and to make payments and distributions in the furtherance of the purposes set forth herein. Notwithstanding any other provision hereof, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income taxation under Section 501(c)(3) of the Code or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code.

Upon certification as a "community college direct support organization" by The District Board of Trustees of Edison College (the "Board of Trustees"), the Corporation shall be authorized to use the property, facilities and personal services of the College, to receive, hold, invest or administer assets or property and to make expenditures for the benefit of the College. The Corporation further shall be authorized to issue revenue bonds, certificates of participation or other forms of indebtedness on behalf of and upon approval of the Board of Trustees and in accordance with the applicable laws of the State of Florida, and to enter into agreements to finance, design and construct, lease, lease-purchase, purchase, or operate facilities necessary and desirable to serve the needs and purposes of the College.

ARTICLE V-MEMBERS

The Corporation shall have no Members.

ARTICLE VI DIRECTORS AND THE MANNER OF ELECTION OF DIRECTORS

The Corporation shall be managed by or under the direction of a Board of Directors. At all times, there shall be at least three (3) but no more than five (5) members of the Board of Directors. The Board of Directors shall carry out the purposes of the Corporation in compliance with these

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Articles of Incorporation and the Corporation's Bylaws. The method of appointment or election of directors shall be as stated in the Bylaws of this Corporation.

ARTICLE VII-DISSOLUTION

In the event of dissolution of the Corporation, the winding up of its affairs, the decertification of the Corporation as a direct support organization by the Board of Trustees of the College, or other liquidation of its assets, the Corporation's property shall not be conveyed to any organization created or operated for profit or to any individual, and all assets remaining after the payment of the Corporation's debts shall be conveyed or distributed at the direction of the then Directors of the Corporation to The District Board of Trustees of Edison College, or if such organization has ceased to exist, to Edison College, or if such organization has ceased to exist, to such other organization or organizations that are exempt from federal income tax under Section 501(c)(3) of the Code as directed by the State Board of Education of the State of Florida.

ARTICLE VIII-AMENDMENT

The Board of Directors of the Corporation may amend, alter or repeal any provision of these Articles of Incorporation in the manner now or hereinafter provided by Florida law; provided, however, that amendments shall not become effective until approved by the Board of Trustees after submission by the District President of the College.

ARTICLE IX- INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and the street address of the initial registered agent are Kenneth P. Walker, 8099 College Parkway, Fort Myers, Florida 33919.

ARTICLE X - INCORPORATOR

The name and street address of the incorporator for these Articles of Incorporation are Bert J. Millis, 225 Water Street, Suite 1800, Jacksonville, Florida 32202.

ARTICLE XI - INDEMNIFICATION

Directors, officers, employees, incorporator and agents of the Corporation shall be indemnified to the full extent permitted by Florida law.

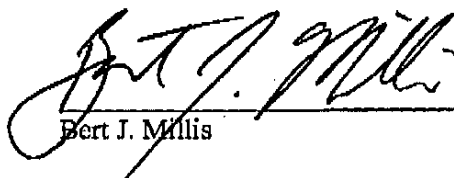
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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 28~~th~~ day of November, 2007.


Bert J. Millis

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P. 06/06

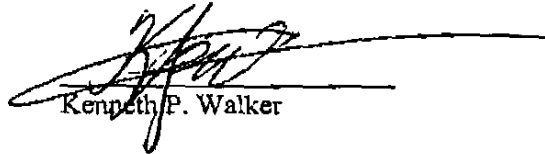
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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 617.0501, Florida Statutes, Edison College Financing Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is Edison College Financing Corporation.
2. The name and address of the registered agent and office are Kenneth P. Walker, 8099 College Parkway, Fort Myers, Florida 33919.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, KENNETH P. WALKER, HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT AND AGREES TO ACT IN THIS CAPACITY. KENNETH P. WALKER FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF HIS DUTIES, AND IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF HIS POSITION AS REGISTERED AGENT.



Kenneth P. Walker

Date: November 28, 2007

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