

**N32443**

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
BEACON COLLEGE, INC.**

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AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
BEACON COLLEGE, INC.

FIRST: The original Articles of Incorporation of the corporation was filed with the Secretary of State of Florida on May 24, 1989.

SECOND: Pursuant to applicable Florida Statutes, this Amended and Restated Articles of Incorporation amend and restate the provisions of the Articles of Incorporation.

THIRD: The Articles of Incorporation of the corporation are amended and restated in its entirety to read as follows:

ARTICLE I – NAME AND PRINCIPAL PLACE OF  
BUSINESS OF THE CORPORATION

The name of this corporation shall be BEACON COLLEGE, INC. Its principal place of business shall be 105 East Main Street, Leesburg, Florida 34748. The Board of Trustees may from time to time move the principal office of the corporation to any other address in the State of Florida.

ARTICLE II – PURPOSE

The corporation is organized exclusively for educational and educational related purposes, including the ownership and operation of a college, and shall have the powers as set forth in applicable Florida Statutes. The corporation is expressly prohibited from:

1. devoting more than an insubstantial part of its activities to influence legislation by propaganda or otherwise;
2. directly or indirectly participating or intervening in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

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**ARTICLE III - DESIGNATION OF NONSTOCK BASIS AND MEMBERS**

The corporation shall be organized as a not-for-profit corporation pursuant to Florida Statute 617 on a nonstock basis and shall have no members.

**ARTICLE IV - TERMS OF EXISTENCE**

The corporation shall have perpetual existence.

**ARTICLE V - NAME AND ADDRESS OF THE INCORPORATOR**

The name and address of the incorporator of this corporation is as follows: Patricia H. Latham, 7000 Loch Edin Ct., Potomac, Md. 20854.

**ARTICLE VI - BOARD OF TRUSTEES**

Section 1. The number, term of office and provisions regarding election, removal and filling of vacancies of the Board of Trustees shall be set forth in the corporation's Bylaws.

Section 2. The names and addresses of the initial Board of Trustees are as follows:

Name	Address
Marsha Glines	800 North Palm Avenue Howey, Florida 32737
Patricia H. Latham	7000 Loch Edin Ct. Potomac, Md. 20854
Peter S. Latham	7000 Loch Edin Ct. Potomac, Md. 20854

**ARTICLE VII - AMENDMENTS**

These Articles of Incorporation may be amended at any meeting of the Board of Trustees by a two-third (2/3rd) majority of voting members of the Board then in office provided notice of the substance of the proposed amendment(s) is sent to all Board members in accordance with Article IV, Section 3 of the Bylaws.

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## ARTICLE VIII – GOVERNANCE

The Board of Trustees shall be vested with all the powers and authority and to set policy for the corporation and its affiliates or subsidiaries, if any.

## ARTICLE IX – RESTRICTION ON USE OF CORPORATION ASSETS AND EARNINGS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. No substantial part of the activities of the corporation 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 any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code or corresponding section of any future federal tax code.

## ARTICLE X – DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government or to a state or local government for a public purpose. In no event shall the assets of the corporation be distributed upon dissolution to the members of the corporation.

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## ARTICLE XI – ADDITIONAL PROVISIONS

Section 1. No officer or trustee shall be personally liable for any debt or other obligation of the corporation.

Section 2. Should any provision or part of these articles or of the Bylaws or rules of the corporation be held invalid, it shall not affect the validity of the remaining provisions or parts thereof.

IN WITNESS WHEREOF, the Amended and Restated Articles of Incorporation are executed this 16<sup>th</sup> day of October, 2015

George J. Hagerty  
Dr. George J. Hagerty, President

STATE OF FLORIDA

COUNTY OF Lake

The foregoing instrument was acknowledged before me this 16<sup>th</sup> day of October, 2015 by Dr. George J. Hagerty, who is personally known to me or produced \_\_\_\_\_ as identification.

Tamara Snyder  
Print or Type Name \_\_\_\_\_  
Notary Public  
My Commission Expires:

