

N99000002755

Patrick Kevan Dugan
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Member Florida & Indiana Bar

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March 1, 1999

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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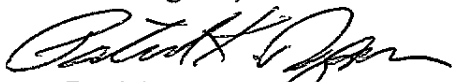
Subject: Florida Independent College and University System, not-for-profit

Enclosed you will find an original and one (1) copy of the articles of incorporation for the above corporation and check for the filing fee and certified copy.

The certified copy should be returned to my attention at the address noted above. If there are any questions concerning this incorporation you may contact me during business hours at telephone number (727 415-7861, or by email at any time.

Thank you for your attention to this matter.

Best Regards,


Patrick K. Dugan, J.D.

FILED
99 MAY -5 AM 8:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

~~W99-5481~~
Dmc
3/5/99

~~789, 509, 626, 2550~~



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 5, 1999

PATRICK K. DUGAN, J.D.
ATTORNEY AT LAW
P.O. BOX 66762
ST. PETERSBURG BEACH, FL 33736

SUBJECT: FLORIDA INDEPENDENT COLLES AND UNIVERSITIES, INC.
Ref. Number: W99000005481

We have received your document for **FLORIDA INDEPENDENT COLLES AND UNIVERSITIES, INC.** and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the entity must be identical throughout the document.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 099A00010410

Patrick Kevan Dugan
Attorney-at-Law

P.O. Box 66762
St. Pete Beach, FL 33736

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April 26, 1999

Doris McDuffie
Corporate Specialist Supervisor
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Subject: Florida Independent College and University System, not-for-profit

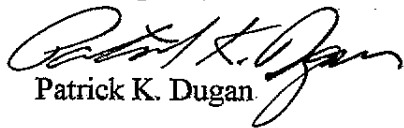
Dear Ms. McDuffie:

Enclosed you will find an original and two (2) copies of the articles of incorporation. The check for the filing fee and a certified copy was tendered in early March, however the name of the corporation was inconsistent within the articles of incorporation.

Also enclosed is a copy of your letter for reference. The election of trustee requirement that you reference in your letter has been corrected. If you have any further questions concerning this filing you may reach me via the data listed above or by my cell phone, (727) 415-7861.

Thank you for your attention to this matter.

Best Regards,


Patrick K. Dugan

ARTICLES OF INCORPORATION
OF
FLORIDA INDEPENDENT COLLEGE AND UNIVERSITY
SYSTEM, INC.
(NOT-FOR-PROFIT)

FILED
99 MAY -5 AM 8:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators, hereby associate themselves together as a body corporate not for profit under the laws of the State of Florida with the following Articles of Incorporation.

ARTICLE I

The name of this Corporation shall be FLORIDA INDEPENDENT COLLEGE AND UNIVERSITY SYSTEM, INC. Its principal place of business shall be c/o INTERNATIONAL COLLEGE FOUNDATION, INC, 7855 126th Avenue North, Largo, Florida, 33773 and its principal place of business can be changed pursuant to the organization's By-laws.

ARTICLE II

The Corporation shall create, develop, and deploy distance education resources, programs, cooperative alliances, training programs, evaluation systems, and virtual environments. Monetary support for these activities shall be raised from membership fees, public and private grants, service fees, and gifts of real and personal property. The Corporation shall have the power to execute all legal instruments required to transfer title, assign or pledge rights, lease, or otherwise encumber or release interest in such property. The Corporation shall be authorized to engage in all activities and be entitled to all rights conveyed to not-for-profit corporations that are authorized by the laws of the State of Florida and the United States of America. No officer, member or employee of this Corporation shall receive or be lawfully entitled to receive any pecuniary profit from the operation or distribution of assets thereof except reasonable compensation for services authorized by the officers or Trustees.

ARTICLE III

Members

There shall be three classes of Members: INITIAL, CHARTER, AND ASSOCIATE.

Initial members shall be those natural persons in these Articles of Incorporation of FLORIDA INDEPENDENT COLLEGE AND UNIVERSITY SYSTEM, INC. who shall serve as the original incorporator of this not-for-profit organization. He is:

Patrick K. Dugan.

Membership classes, rights, and obligations are described and defined within the By-laws of the Organization, Article II, Sections 1 and 2.

ARTICLE IV

Term

The term of the FLORDIA INDEPENDENT COLLEGE AND UNIVERSITY SYSTEM, INC. shall be perpetual.

ARTICLE V

Limitations

The Corporation shall not engage in political lobbying, political campaigns for candidates for political office, alliances with political parties that is prohibited by applicable federal, state or local laws.

The Corporation shall neither have nor exercise any power nor shall it engage directly or indirectly in any activity that would invalidate its status (1) which is exempt from federal income taxation as an organization described in Section 501 (c) (3) of the Internal Revenue Code or (2) as a corporation, contributions to which are deductible under the applicable sections of the Internal Revenue code.

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 a reasonable compensation for employment and services rendered to make payments and distributions in furtherance of the purposes set forth herein.

ARTICLE VI

OFFICERS

The business, administrative, and other affairs of FLORIDA INDEPENDENT COLLEGE AND UNIVERSITY SYSTEM, INC. shall be managed by the executive officers designated in the By-laws. No member, except as an officer of FLORIDA INDEPENDENT COLLEGE AND UNIVERSITY SYSTEM, INC. shall have authority to act for FLORIDA INDEPENDENT COLLEGE AND UNIVERSITY SYSTEM, INC. The Board of Trustees shall elect the officers at its first meeting following incorporation and each annual meeting thereafter of FLORIDA INDEPENDENT COLLEGE AND UNIVERSITY SYSTEM, INC., and they shall serve at the pleasure of the Board of Trustees. The Board of Trustees shall periodically review and evaluate the officers.

ARTICLE VII

TRUSTEES

The affairs and property of FLORIDA INDEPENDENT COLLEGE AND UNIVERSITY SYSTEM, INC. shall be administered by a Board of Trustees (statutorily referred to as "Directors") consisting of the number of Trustees fixed by the By-laws, but

not less than three (3) Trustees. The Board of Trustees is the governing board and legal body responsible for the organization, which it holds in trust. The Board of Trustees is the legal custodian of the property of the Organization and exercises control over the affairs of the Organization. The method of election of trustees is stated in the bylaws. Their statutory authority is found in Florida Statutes, Sections 617.0801-617.0833 (1992), and its statutory title is referred to as "Board of Directors".

ARTICLE VIII

By-Laws

The By-laws of FLORIDA INDEPENDENT COLLEGE AND UNIVERSITY SYSTEM, INC. shall be proposed by the Charter members of FLORIDA INDEPENDENT COLLEGE AND UNIVERSITY SYSTEM, INC. and upon ratification by a majority of a quorum of the Members present at any meeting of the Members, the By-laws shall be approved. The Board of Trustees may also recommend by-law revisions to the Members.

ARTICLE IX

Amendment of Articles

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

A resolution for the adoption of a proposed amendment may be proposed by either the Board of Trustees of FLORIDA INDEPENDENT COLLEGE AND UNIVERSITY SYSTEM, INC. or by any member of FLORIDA INDEPENDENT COLLEGE AND UNIVERSITY SYSTEM, INC. Approval of a proposed amendment shall require the affirmative vote of the Charter Members of the Corporation.

A copy of each amendment to these Articles shall be filed with the Secretary of State of Florida.

ARTICLE X

Registered Agent

The street address of the ^{principal} registered office of FLORIDA INDEPENDENT COLLEGE AND UNIVERSITY SYSTEM, INC. is: FLORIDA INDEPENDENT COLLEGE AND UNIVERSITY SYSTEM, INC. c/o International College Foundation, Inc., 7855 126th Avenue North, Largo, Florida 33773, and the name of the Registered Agent of FLORIDA INDEPENDENT COLLEGE AND UNIVERSITY SYSTEM, INC. is Patrick Kevan Dugan located at 6295 Gulf Boulevard, Suite 7, St. Pete Beach, Florida, 33706.

ARTICLE XI

The Corporation dedicates all assets which it may acquire the charitable purpose set forth in Article II hereof. In the event that the Corporation shall dissolve or otherwise

terminate its corporate existence subject to the provisions of Chapters 607 and 627, Florida Statutes, the Corporation shall distribute all its existing assets to one or more organizations which themselves are exempt as organizations described in sections 501 (c) (3), 170 (c) (2), and other applicable sections of the Internal Revenue Code in effect at the time of termination of corporate existence.

Any such asset not so disposed of shall be disposed of by the Circuit Court in which the principal office of FLORIDA INDEPENDENT COLLEGE AND UNIVERSITY SYSTEM, INC. is then located, exclusively for such purposes or to such organization or organizations such court shall determine, which are organized and operated exclusively for charitable purposes.

ARTICLE XII
References

All references made herein to provisions of the Internal Revenue Code shall be deemed to include both amendments thereto, succeeding statutes, and their interpretation by administrative and judicial entities.

Dated: March 1, 1999

FLORIDA INDEPENDENT COLLEGE AND UNIVERSITY SYSTEM, INC.

By: 
Patrick K. Dugan

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED

99 MAY -5 AM 8:44

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned 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.

The name of the corporation is: **FLORDIA INDEPENDENT COLLEGE AND UNIVERSITY SYSTEM, INC.**

The name of the registered agent is: **Patrick Kevan Dugan**
6295 Gulf Boulevard, Suite 7
St. Petersburg Beach, FL 33706

Signature: *Patrick K. Dugan*
Patrick K. Dugan, Incorporator
Date: 3/1/99


HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE. 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature: *Patrick K. Dugan*
Patrick K. Dugan
Date: 3/1/99

STATE OF FLORIDA
COUNTY OF PINELLAS

Before me, the undersigned authority, personally appeared Patrick K. Dugan, who is personally known to me or who has provided identification, and who subscribed to the above document, and he does freely and voluntarily acknowledge before me according to the law that he made and subscribed the same for the use and purposes therein metioned and set forth.

IN WITNESS HEREOF, I have hereunto set my hand and official seal in:
Clearwater, Pinellas County, Florida, this 1st day of March, 1999.

 Monica Nickerson
My Commission CC727521
Expires March 24, 2002

Monica Nickerson
Notary Public