

Berger
Davis &
Singer
Attorneys at Law

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goldston@bdsllaw.com

March 7, 2000

VIA HAND DELIVERY

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

**Re: Conversion of Profit Corporation to
Not for Profit Corporation
American Flyers College, Inc.
Everglades College, Inc.
Our File No. 4081.013**

*Please call
Janice when
ready
561-3010!*

900003162609--7
-03/08/00--01077--018
*****78.75 *****78.75

Dear Sir or Madam:

Enclosed for filing are a certified copy of Petition for Conversion to a Corporation Not For Profit and Articles of Incorporation. Also enclosed is a check for \$78.75 for the filing and certified copy fees.

If you have any questions, please contact the undersigned.

Sincerely,

BERGER DAVIS & SINGERMAN

Robin L. Goldston
Robin L. Goldston
Paralegal

Enc.

cc: Mr. Arthur Keiser
Nick Jovanovich, Esq.

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN THE CIRCUIT COURT OF THE
SEVENTEENTH JUDICIAL CIRCUIT,
IN AND FOR BROWARD COUNTY,
FLORIDA

09

00001507

IN RE: PETITION OF AMERICAN
FLYERS COLLEGE, INC., a Florida
corporation

Case No.

JAN 27 2000

A TRUE COPY
Circuit Court Seal

PETITION FOR CONVERSION TO A CORPORATION NOT FOR PROFIT

Petitioner, American Flyers College, Inc., files this Petition for Conversion to a Corporation Not For Profit and states:

1. Petitioner, American Flyers College, Inc. ("Petitioner"), is a for profit corporation organized and existing under the laws of the State of Florida. It maintains its principal place of business at 1500 N. W. 49th Street, Fort Lauderdale, Broward County, Florida.

2. This Court has jurisdiction of this matter pursuant to Florida Statute §§ 617.1805 and 617.1807 (1999).

3. Petitioner is engaged solely in carrying out the purposes and objects for which not for profit corporations are authorized under the laws of the State of Florida. Specifically, Petitioner is engaged in operating a post secondary collegiate institution.

4. Petitioner requests that its nature be changed from a for profit corporation to a not for profit corporation and that its name be changed from "American Flyers College, Inc." to "Everglades College, Inc."

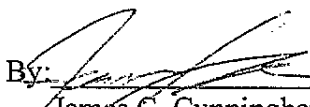
Berger Davis & Singerman

5. As required by Fla. Stat. § 617.1806 (1999), annexed hereto and incorporated herein as Exhibit A is a written consent of all shareholders authorizing a change of Petitioner's corporate status from a for profit corporation to a not for profit corporation; directing Arthur Keiser, Petitioner's president, to file this petition before the court; and a statement agreeing to accept all the property of Petitioner and agreeing to assume and pay all its indebtedness and liabilities. Also, as required by Fla. Stat. § 617.1806 (1999), annexed hereto and incorporated herein as Exhibit B, are the proposed Articles of Incorporation signed by Petitioner's president and secretary.

WHEREFORE, Petitioner prays this Honorable Court to grant this Petition permitting Petitioner to change its corporate nature from a for profit corporation to a not for profit corporation.

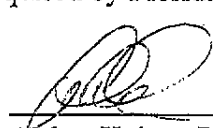
Respectfully submitted,

BERGER DAVIS & SINGERMAN
Attorneys for Petitioner
Suite 1000
350 East Las Olas Blvd.
Fort Lauderdale, Florida 33301
(954) 525-9900
Fax: (954) 523-2872

By: 
James C. Cunningham, Jr.
Fla. Bar No. 276197

Date: January 26, 2000

Signature of Petitioner's officer as required by Florida Statute § 617.1805 (1999).


Arthur Keiser, President

Date: January 26, 2000

**WRITTEN CONSENT
OF THE SHAREHOLDERS
OF
AMERICAN FLYERS COLLEGE, INC.**

Pursuant to Section 607.0704 of the Florida Statutes, the undersigned, being all of the Shareholders of American Flyers College, Inc., a Florida corporation ("Corporation"), hereby take and adopt the following actions in writing, in lieu of a meeting therefor, and all statutory and Bylaw requirements pertaining to the time, manner and place of same, as well as all notice requirements relating thereto, are hereby waived:

Petition for Conversion/Articles of Incorporation

WHEREAS, the Shareholders have deemed it in the best interest of the Corporation to change the nature of the Corporation to a corporation not for profit from a corporation for profit pursuant to Sections 617.1805 and 617.1806 of the Florida Statutes and, in connection therewith, the Shareholders desire to change the name of the corporation to "Everglades College, Inc." and to adopt the proposed Articles of Incorporation in the form attached hereto.

NOW, THEREFORE, BE IT

RESOLVED, that the conversion of the Corporation from a corporation for profit to a corporation not for profit and corporate name change are hereby ratified, confirmed and approved; and be it

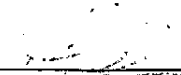
FURTHER RESOLVED, that the President of the Corporation is hereby authorized and directed to file a Petition for Change of Corporate Status, together with a statement agreeing to accept all the property of the petitioning Corporation and agreeing to assume and pay all its liabilities, in the form attached hereto, in the Circuit Court of the Seventeenth Judicial Circuit in and for Broward County, Florida, pursuant to Sections 617.1805 and 617.1806 of the Florida Statutes; and be it

FURTHER RESOLVED, that the appropriate officers of the Corporation are hereby authorized and directed to pay all such fees and taxes and to do or cause to be done such other acts and things as they may deem necessary or proper in order to carry out the conversation of the Corporation and to fully effectuate the purposes of the foregoing resolutions.

*Exhibit
A*

IN WITNESS WHEREOF, the undersigned have executed this Written Consent this 26th day of January, 2000.

SHAREHOLDERS:



ARTHUR KEISER



BELINDA KEISER



**ARTHUR KEISER AND BELINDA KEISER,
AS CUSTODIANS FOR ROBERT KEISER
UNDER THE FLORIDA UNIFORM
TRANSFERS TO MINORS ACT**

**ARTICLES OF INCORPORATION
OF
EVERGLADES COLLEGE, INC.
A FLORIDA CORPORATION NOT FOR PROFIT**

The undersigned, acting as Incorporator of a Florida corporation under the Florida Not For Profit Corporation Act, hereby causes to be delivered the following Articles of Incorporation for such Corporation pursuant to Section 617.1807 of the Florida Statutes:

ARTICLE I

NAME

The name of the Corporation is Everglades College, Inc.

ARTICLE II

ADDRESS

The address of the principal office and mailing address of the Corporation is 1401 N.E. 10th Street, Pompano Beach, Florida, 33060.

ARTICLE III

PURPOSE

The exclusive purposes for which this Corporation is formed are as follows:

The Corporation is organized and shall be operated exclusively as a tax-exempt educational organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Internal Revenue Code") and to such end, and within such restriction, the Corporation is organized for the following purposes:

- A. To own and operate a post secondary collegiate educational institution;
- B. To engage in, encourage and support all lawful activities that may be necessary, desirable or appropriate for the furtherance, accomplishment or attainment

Exhibit B

and to cooperate with any and all individuals, groups, cooperations, organizations and agencies engaged in fostering, supporting or carrying on similar purposes; and

C. To receive and maintain real or personal property, or both, and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary or educational purposes by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code and Regulations issued pursuant thereto, as they now exist or as they may hereafter be amended, or corresponding provisions of any subsequent federal tax laws.

ARTICLE IV

POWERS; LIMITATIONS

A. **Powers.** The Corporation shall possess and exercise all the powers and privileges granted by Chapter 617 of the Florida Statutes, or by any other law of Florida, together with all powers necessary or appropriate to the conduct, promotion or attainment of the purposes of the Corporation, limited only by the restrictions set forth in these Articles.

B. **Limitations.**

(1) The Corporation is organized as a corporation not for profit and no part of its income shall ever be distributed to any director, officer or any private individual, provided, however, reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes.

(2) No substantial part of the activities of the Corporation shall be the dissemination of propaganda, lobbying, or other attempts to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign in behalf of any candidate for public office.

(3) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on activities not permitted to be conducted or carried on (i) by an organization exempt under Section 501(c)(3) of the Code and applicable Treasury Regulations as they now exist or as they may hereafter be amended, (ii) by an organization contributions to which are deductible under Section 170 of the Code and applicable Treasury Regulations as they now exist or as may be amended or (iii) by a corporation not for profit under the laws of the State of Florida as they now exist or may be hereafter amended.

ARTICLE V

ELECTION OF DIRECTORS

The Directors will be elected in the manner as stated in the Bylaws of the Corporation.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 1500 N.W. 49th Street, Fort Lauderdale, Florida, 33309, and the name of the initial Registered Agent of the Corporation is Arthur Keiser.

ARTICLE VII

INCORPORATOR

The name and address of the Incorporator are as follows:

<u>Name</u>	<u>Address</u>
ARTHUR KEISER	1500 N.W. 49 th Street Fort Lauderdale, FL 33309

ARTICLE VIII

DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all remaining assets of the Corporation in such proportions as they may determine to such organization or organizations organized and operated exclusively for religious, charitable, scientific, literary or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, or any corresponding provision of any future United States Revenue Law.

ARTICLE IX

DISSOLUTION

A. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on "undistributed income" imposed by Section 4942 of the Code, or any corresponding provisions of any future United States Revenue Law.

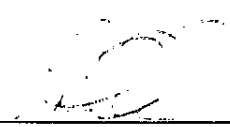
B. The Corporation shall not engage in any act of "self-dealing," as defined in Section 4941(d) of the Code or any corresponding provisions of any future United States Revenue Law.

C. The Corporation shall not retain any "excess business holdings," as defined in Section 4943(c) of the Code, or any corresponding provisions of any future United States Revenue Law.

D. The Corporation shall not make any investment in such manner as to subject it to tax under Section 4944 of the Code, or any corresponding provisions of any future United States Revenue Law.

E. The Corporation shall not make any "taxable expenditures," as defined in Section 4945(d) of the Code, or any corresponding provisions of any future United States Revenue Law."

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this
26th day of January, 2000.



ARTHUR KEISER
Incorporator, President and Secretary

The undersigned Circuit Judge hereby approves these Articles of Incorporation for filing with the Florida Department of State at which time all of the property of the petitioning for profit Corporation, American Flyers College, Inc., shall become property of the successor Corporation not for profit, Everglades College, Inc., subject to all indebtedness and liabilities of said petitioning for profit Corporation:

Circuit Court Judge
Seventeenth Judicial Circuit

ACCEPTANCE OF DESIGNATION AS INITIAL REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of EVERGLADES COLLEGE, INC. as made in the foregoing Articles of Incorporation inasmuch as I am familiar with the obligations of that position.

Date: January 26, 2000



ARTHUR KEISER
Initial Registered Agent

**ARTICLES OF INCORPORATION
OF
EVERGLADES COLLEGE, INC.
A FLORIDA CORPORATION NOT FOR PROFIT**

The undersigned, acting as Incorporator of a Florida corporation under the Florida Not For Profit Corporation Act, hereby causes to be delivered the following Articles of Incorporation for such Corporation pursuant to Section 617.1807 of the Florida Statutes:

ARTICLE I

NAME

The name of the Corporation is Everglades College, Inc.

ARTICLE II

ADDRESS

The address of the principal office and mailing address of the Corporation is 1401 N.E. 10th Street, Pompano Beach, Florida, 33060.

ARTICLE III

PURPOSE

The exclusive purposes for which this Corporation is formed are as follows:

The Corporation is organized and shall be operated exclusively as a tax-exempt educational organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Internal Revenue Code") and to such end, and within such restriction, the Corporation is organized for the following purposes:

- A. To own and operate a post secondary collegiate educational institution;
- B. To engage in, encourage and support all lawful activities that may be necessary, desirable or appropriate for the furtherance, accomplishment or attainment of the above purposes,

and to cooperate with any and all individuals, groups, cooperations, organizations and agencies engaged in fostering, supporting or carrying on similar purposes; and

C. To receive and maintain real or personal property, or both, and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary or educational purposes by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code and Regulations issued pursuant thereto, as they now exist or as they may hereafter be amended, or corresponding provisions of any subsequent federal tax laws.

ARTICLE IV

POWERS; LIMITATIONS

A. Powers. The Corporation shall possess and exercise all the powers and privileges granted by Chapter 617 of the Florida Statutes, or by any other law of Florida, together with all powers necessary or appropriate to the conduct, promotion or attainment of the purposes of the Corporation, limited only by the restrictions set forth in these Articles.

B. Limitations.

(1) The Corporation is organized as a corporation not for profit and no part of its income shall ever be distributed to any director, officer or any private individual, provided, however, reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes.

(2) No substantial part of the activities of the Corporation shall be the dissemination of propaganda, lobbying, or other attempts to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign in behalf of any candidate for public office.

(3) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on activities not permitted to be conducted or carried on (i) by an organization exempt under Section 501(c)(3) of the Code and applicable Treasury Regulations as they now exist or as they may hereafter be amended, (ii) by an organization contributions to which are deductible under Section 170 of the Code and applicable Treasury Regulations as they now exist or as may be amended or (iii) by a corporation not for profit under the laws of the State of Florida as they now exist or may be hereafter amended.

ARTICLE V

ELECTION OF DIRECTORS

The Directors will be elected in the manner as stated in the Bylaws of the Corporation.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 1500 N.W. 49th Street, Fort Lauderdale, Florida, 33309, and the name of the initial Registered Agent of the Corporation is Arthur Keiser.

ARTICLE VII

INCORPORATOR

The name and address of the Incorporator are as follows:

<u>Name</u>	<u>Address</u>
ARTHUR KEISER	1500 N.W. 49 th Street Fort Lauderdale, FL 33309

ARTICLE VIII

DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all remaining assets of the Corporation in such proportions as they may determine to such organization or organizations organized and operated exclusively for religious, charitable, scientific, literary or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, or any corresponding provision of any future United States Revenue Law.

ARTICLE IX

DISSOLUTION

A. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on "undistributed income" imposed by Section 4942 of the Code, or any corresponding provisions of any future United States Revenue Law.

B. The Corporation shall not engage in any act of "self-dealing," as defined in Section 4941(d) of the Code or any corresponding provisions of any future United States Revenue Law.

C. The Corporation shall not retain any "excess business holdings," as defined in Section 4943(c) of the Code, or any corresponding provisions of any future United States Revenue Law.

D. The Corporation shall not make any investment in such manner as to subject it to tax under Section 4944 of the Code, or any corresponding provisions of any future United States Revenue Law.

E. The Corporation shall not make any "taxable expenditures," as defined in Section 4945(d) of the Code, or any corresponding provisions of any future United States Revenue Law."

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this
26th day of January, 2000.



ARTHUR KEISER
Incorporator, President and Secretary

The undersigned Circuit Judge hereby approves these Articles of Incorporation for filing with the Florida Department of State at which time all of the property of the petitioning for profit Corporation, American Flyers College, Inc., shall become property of the successor Corporation not for profit, Everglades College, Inc., subject to all indebtedness and liabilities of said petitioning for profit Corporation:

Circuit Court Judge
Seventeenth Judicial Circuit

ACCEPTANCE OF DESIGNATION AS INITIAL REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of EVERGLADES COLLEGE, INC. as made in the foregoing Articles of Incorporation inasmuch as I am familiar with the obligations of that position.

Date: January 26, 2000



ARTHUR KEISER
Initial Registered Agent


STATEMENT REQUIRED BY FLORIDA STATUTES 617.1806 (1999)

The undersigned corporation, **AMERICAN FLYERS COLLEGE, INC.**, whose name will be changed to **EVERGLADES COLLEGE, INC.**, upon the conversion of the undersigned for profit corporation to a corporation not for profit, hereby agrees to accept all property of the petitioning corporation and agrees to assume and pay all of its indebtedness and liabilities.

Dated: January 26, 2000

AMERICAN FLYERS COLLEGE, INC.

By: _____


Arthur Keiser, President

**ARTICLES OF INCORPORATION
OF
EVERGLADES COLLEGE, INC.
A FLORIDA CORPORATION NOT FOR PROFIT**

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- A. To own and operate a post secondary collegiate educational institution;
- B. To engage in, encourage and support all lawful activities that may be necessary, desirable or appropriate for the furtherance, accomplishment or attainment of the above purposes,

and to cooperate with any and all individuals, groups, cooperations, organizations and agencies engaged in fostering, supporting or carrying on similar purposes; and

C. To receive and maintain real or personal property, or both, and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary or educational purposes by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code and Regulations issued pursuant thereto, as they now exist or as they may hereafter be amended, or corresponding provisions of any subsequent federal tax laws.

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A. **Powers.** The Corporation shall possess and exercise all the powers and privileges granted by Chapter 617 of the Florida Statutes, or by any other law of Florida, together with all powers necessary or appropriate to the conduct, promotion or attainment of the purposes of the Corporation, limited only by the restrictions set forth in these Articles.

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(2) No substantial part of the activities of the Corporation shall be the dissemination of propaganda, lobbying, or other attempts to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign in behalf of any candidate for public office.

(3) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on activities not permitted to be conducted or carried on (i) by an organization exempt under Section 501(c)(3) of the Code and applicable Treasury Regulations as they now exist or as they may hereafter be amended, (ii) by an organization contributions to which are deductible under Section 170 of the Code and applicable Treasury Regulations as they now exist or as may be amended or (iii) by a corporation not for profit under the laws of the State of Florida as they now exist or may be hereafter amended.

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<u>Name</u>	<u>Address</u>
ARTHUR KEISER	1500 N.W. 49 th Street Fort Lauderdale, FL 33309

ARTICLE VIII

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Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all remaining assets of the Corporation in such proportions as they may determine to such organization or organizations organized and operated exclusively for religious, charitable, scientific, literary or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, or any corresponding provision of any future United States Revenue Law.

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E. The Corporation shall not make any "taxable expenditures," as defined in Section 4945(d) of the Code, or any corresponding provisions of any future United States Revenue Law."

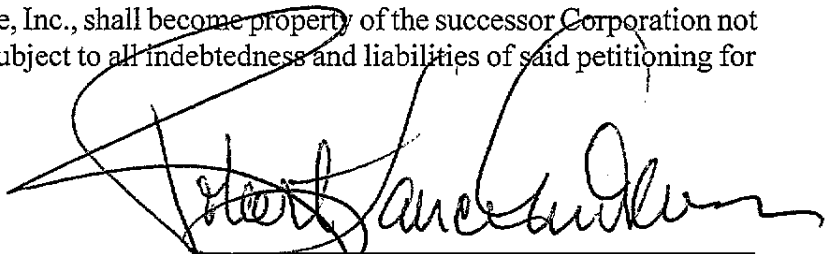
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ARTHUR KEISER

Incorporator, President and Secretary

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Circuit Court Judge
Seventeenth Judicial Circuit

MAR 02 2000

ACCEPTANCE OF DESIGNATION AS INITIAL REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of EVERGLADES COLLEGE, INC. as made in the foregoing Articles of Incorporation inasmuch as I am familiar with the obligations of that position.

Date: January 26, 2000



ARTHUR KEISER
Initial Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA