

FROM

(TUE) 3.22'05 9:18/ST. 9:18/NO. 4863333636 P. 1
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704352

Florida Department of State
Division of Corporations
Public Access System

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DIVISION OF CORPORATIONS

BASIC AMENDMENT

FLORIDA COLLEGE INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FROM

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

February 18, 2005

FLORIDA COLLEGE INC.
119 NORTH GLEN ARVEN AVE.
TEMPLE TERRACE, FL 33617

SUBJECT: FLORIDA COLLEGE INC.
REF: 704352

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

The date of adoption of each amendment must be included in the document.

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Anna Chesnut
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**RESTATED ARTICLES OF INCORPORATION
OF
FLORIDA COLLEGE, INC.**

The undersigned, Maurice G. Romine and Larry R. Coffey, acting as Chairman and Secretary, respectively, of Florida College, Inc., a Corporation under the Florida Not-For-Profit Corporation Act (Chapter 617 of the Florida Statutes), which Corporation's Articles of Incorporation were approved by order of the Circuit Court, Hillsborough County, Florida, and recorded in the Public Records of said county at O.R. Book 25, Page 493, and which articles were originally filed in the office of the Secretary of State of the State of Florida on December 21, 1944, Book 25, pp. 493-503, and amended July 31, 1962, July 28, 1964, June 6, 1986, and July 15, 1992, hereby subscribe to these Restated Articles of Incorporation. These Restated Articles of Incorporation were approved by the Directors of the Corporation. These Restated Articles only restate, clarify, and integrate and do not further amend the provisions of the articles of incorporation.

ARTICLE I

Name

The name of this Corporation shall be FLORIDA COLLEGE, INC.

ARTICLE II

Location and Offices

The principal office of this corporation and the educational institution provided for herein shall be located in Hillsborough County, Florida, at 119 North Glen Arven Avenue, Temple Terrace, Florida 33617; but the corporation shall have power to establish branch offices in such other place or places, within or without the State of Florida, as may be determined and deemed expedient.

ARTICLE III

Objects

The Corporation is organized and shall be operated exclusively for charitable, religious, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law) (hereinafter the "Internal Revenue Code"), to engage in activities relating to the aforementioned purposes; and to invest in, receive, hold, use, and dispose of all property, real or personal, as may be necessary or desirable to carry into effect the aforementioned purposes.

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In furtherance of the aforementioned purposes, the object of the Corporation and general nature of the purposes of its creation are as follows:

1. To establish and maintain a college wherein the arts, sciences, and languages shall be taught and also to provide opportunity for young men and women to study the Bible as the revealed will of God to man and as the only and sufficient rule of faith and practice while they are educated in liberal arts.
2. To select a faculty capable of giving instruction in such courses as shall be deemed advisable by its Board of Directors.
3. To confer academic and professional degrees, diplomas, and certificates to men and women successfully completing the several courses of instruction offered by said college and complying with its rules.
4. To make such regulations and rules subject to this Charter and its Bylaws to be adopted for its government as may be deemed advisable by its Board of Directors.
5. For the purposes hereinabove set forth, this Corporation shall be authorized to solicit and receive donations, to own, acquire, sell, convey, and mortgage all kinds and classes of property, subject to the provisions of this Charter and in accordance with the rules, regulations, and bylaws to be adopted by its Board of Directors.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any 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 (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE IV

Powers

The Corporation shall have all powers conferred upon not-for-profit corporations organized under Chapter 617 of the Florida Statutes and any successor provisions thereto now enacted or hereafter amended but shall exercise such powers only in fulfillment of its above-stated purposes.

The Corporation shall not engage in any of the following activities:

1. The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

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2. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation; provided, however, that this provision shall not apply to activities consisting of carrying on propaganda or otherwise attempting to influence legislation to the extent the Corporation has made an election pursuant to and remains in compliance with the restrictions of Section 501(h) of the Internal Revenue Code.
3. No dividend shall be paid and no part of the net earnings of the Corporation shall inure to the benefit of any private individual within the meaning of Section 501(c)(3) of the Internal Revenue Code.

At any time when the Corporation is or becomes a "private foundation" within the meaning of Section 509(a) of the Internal Revenue Code and Section 617.0835 of the Florida Statutes, the following additional limitations on the Corporation's activities shall apply:

1. 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 Internal Revenue Code.
2. The Corporation shall not engage in any act of self-dealing as defined by Section 4941(d) of the Internal Revenue Code.
3. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code.
4. The Corporation shall not make any investments in such manner as to subject it to the tax under Section 4944 of the Internal Revenue Code.
5. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE V

Members

As provided in Article VI below, the affairs of the Corporation shall be governed by a Board of Directors. Accordingly, any reference in these Restated Articles of Incorporation (or in any other governing document of the Corporation, e.g., the Bylaws) to the term "members," "membership," or other related term shall (unless the context clearly indicates otherwise) mean and refer to the members or membership of this Corporation's Board of Directors.

Membership in this Corporation shall be limited to individuals in good standing in a congregation of the church of Christ who are admitted to membership in this Corporation by the Board

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of Directors in the manner set forth in the Bylaws of the Corporation (Article One, Section 5, and Article Two, Section 3).

ARTICLE VI

Board of Directors

The affairs of this Corporation are to be managed and controlled by a Board of Directors consisting of not less than ten (10) members, the number to be fixed by the Board of Directors or by the Bylaws of the Corporation when adopted. The Board of Directors shall have power to elect (1) the officers of the board, consisting of a Chairman, a Vice-Chairman, a Secretary, and a Treasurer; (2) the officers of the Corporation, consisting of a President of the College, a Secretary and a Treasurer; and (3) such other officers and assistants as may be deemed necessary or proper for the management of the affairs of the Corporation and as set forth in and permitted by its bylaws. The Board of Directors shall have all the powers set forth in this Charter and under the laws of the State of Florida.

The Directors shall serve staggered three-year terms. The Board of Directors shall have the right and power of filling all vacancies on said Board for the unexpired term or terms of any of the original directors and at any meeting shall elect directors to take the place of those whose terms have expired. Any director may be reelected for additional terms. All members of the Board of Directors shall be elected from a list of candidates as recommended by members of the Board or other parties interested in the welfare of the college. Each Director so elected shall be at all times a member of the church of Christ in good standing and remain in good standing with his home congregation and the Board of Directors of the college during the tenure of his office.

Without in any way limiting the generality of the powers granted herein to the Board of Directors of this corporation by the mention of specific powers hereinbelow, said Board of Directors shall have the power to:

1. Elect by vote each year at the annual meeting of the corporation the officers of the corporation.
2. Fill all vacancies in all offices of the corporation.
3. Appoint a president of the college who shall hold his office during the pleasure of the Board of Directors.
4. Veto the appointment of any professor, instructor, officer, or employee made by the president of the college when such an appointment is not satisfactory to the Board of Directors.
5. Fix and/or approve the salaries of the president, professors, instructors, officers, and employees.

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6. Establish policy for the operation of the college and its activities.

ARTICLE VII

Term of Existence

This corporation shall have permanent existence.

ARTICLE VIII

Bylaws

Bylaws of the corporation may be adopted, altered, or rescinded by a two-thirds vote of the members present.

ARTICLE IX

Dissolution and Liquidation

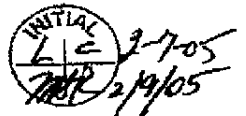
The Corporation may be dissolved upon the adoption of a plan to dissolve in the manner now or hereafter provided in the Florida Statutes. In the event of dissolution of the Corporation, no liquidating or other dividends and no distribution of property owned by the Corporation shall be declared or paid to any private individual, but the net assets of the Corporation shall be distributed as follows:

1. All liabilities and obligations of the Corporation shall be paid, satisfied, and discharged, or adequate provision shall be made therefor.
2. Remaining assets shall be distributed to one or more organizations described in Section 501(c)(3) of the Internal Revenue Code, as determined in the plan to dissolve adopted in the manner set forth in this Article IX.

ARTICLE X

Amendment

These Articles may be amended in the manner now or hereafter provided in the Florida Statutes and as set forth in the Bylaws of this Corporation.



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IN WITNESS WHEREOF, we have hereto set our hands this 9th day of February, 2005.

Maurice G. Romine
Maurice G. Romine, Chairman

Larry R. Coffey
Larry R. Coffey, Secretary

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

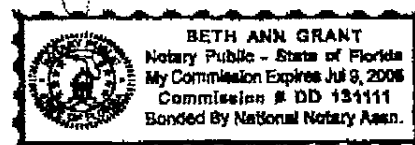
BEFORE ME personally appeared MAURICE G. ROMINE as Chairman of FLORIDA COLLEGE, INC., a Florida not-for-profit corporation (the "Corporation") who is known to me or has produced a _____ as identification.

Witness my hand and official seal this 9th day of February, 2005.

Beth Ann Grant
Notary Public

My Commission Expires 7/9/2006

(Seal)



STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

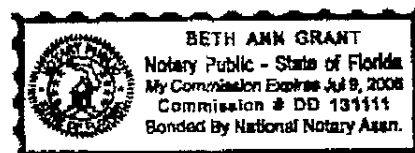
BEFORE ME personally appeared LARRY R. COFFEY as Secretary of FLORIDA COLLEGE, INC., a Florida not-for-profit corporation (the "Corporation"), who is known to me or has produced a _____ as identification.

Witness my hand and official seal this 7th day of February, 2005.

Beth Ann Grant
Notary Public

My Commission Expires: 7/9/2006

(Seal)



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CERTIFICATE

The undersigned hereby certify that the attached Restated Articles of Incorporation of Florida College Inc. were adopted by the Board of Directors and do not contain any amendments requiring member approval.

28th
2005
THIS CERTIFICATE is executed as of the 28th day of February, 2005, by the following officers of the Company:

FLORIDA COLLEGE INC.
a Florida corporation

By: Maurice G. Romine
Maurice G. Romine, Chairman

I, LARRY R. COFFEY, Secretary of the Company, DO HEREBY CERTIFY that the signature set forth above is the correct signature of MAURICE G. ROMINE who, on the date hereof, is the duly elected, qualified and acting Chairman of the Company.

IN WITNESS WHEREOF, I have signed below in my official capacity on the 28th day of ~~February~~, 2005.
MARCH

Larry R. Coffey
Name: Larry R. Coffey
Title: Secretary

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