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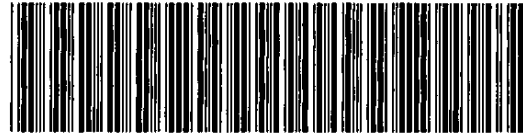
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BRENNAN, MANNA & DIAMOND

76 South Laura Street ♦ Suite 2110 ♦ Jacksonville, FL 32202 ♦ www.bmdpl.com

Jennifer Janin
Phone: (904) 366-1514
Fax: (904) 366-1501
jejanin@bmdpl.com

May 23, 2006

Florida Department of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

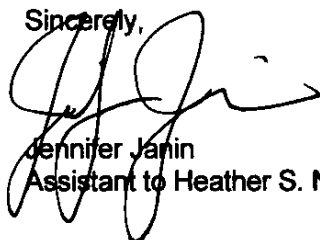
Re: Edward Waters College, Inc.; Document No. 713103

To Whom It May Concern:

Enclosed for filing is the Articles of Amendment for the above referenced entity. Also enclosed is our firm's check in the amount of \$43.75 (\$35.00 for the appropriate filing fees and \$8.75 for the Certificate of Status). Please file this accordingly.

If you have any questions regarding any of these items, please do not hesitate to contact me.

Sincerely,



Jennifer Janin
Assistant to Heather S. Nason

Enclosures

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TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
EDWARD WATERS COLLEGE, INC.**

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TALLAHASSEE, FLORIDA

WHEREAS, Edward Waters College, Inc. (the "Corporation") is a nonprofit Corporation which currently has on file with the Florida Department of State its Articles of Incorporation;

WHEREAS, the Corporation now desires to amend and fully restate its Articles of Incorporation;

WHEREAS, these Amended and Restated Articles of Incorporation were approved by unanimous resolution of the Board of Trustees; and

NOW, THEREFORE, in accordance with Florida Statute Sections 617.02011 - 617.0203, the undersigned hereby adopts the following Amended and Restated Articles of Incorporation:

**ARTICLE I
Name And Offices.**

Section 1.1 Name. The name of this Corporation is: EDWARD WATERS COLLEGE, INC.

Section 1.2 Offices. The principal office and mailing address of the Corporation is: 1658 Kings Road, Jacksonville, Florida 32209.

**ARTICLE II
Statement Of Corporation Nature.**

Section 2.1 Non-Profit. This is a nonprofit Corporation organized solely for general charitable purposes pursuant to Chapter 617 of the Florida Statutes.

Section 2.2 Non-Stock. This Corporation is organized on a non-stock basis.

**ARTICLE III
Purposes.**

Section 3.1 Purposes. The Corporation is organized and shall be operated for strictly educational, scientific, and charitable purposes including:

- (a) To establish, conduct, operate and maintain a college and school of instruction in any and all professional, semi-professional, musical, artistic, technical, literary, educational, business and fine arts courses and other subjects appertaining or relating thereto;
- (b) To confer degrees or other certificates of merit upon those who satisfactorily complete the prescribed courses offered at the institution;

- (c) To develop in each of its students the high levels of competence in basic social, thinking, listening, speaking, reading, writing, mathematical, technological, and leadership skills that are the characteristics of an educated person;
- (d) To develop within each student the breadth of knowledge, the commitment to service, and adherence to high ethical values that are the characteristics of a good citizen;
- (e) To prepare its students to pursue further graduate and professional studies as well as to assume positions of leadership in commerce, industry, education, government and community service; and
- (f) To commit to Christian principles that emphasize high moral and spiritual values with particular emphasis on the black religious perspective which is the Corporation's heritage.

Section 3.2 Additional Acts and Powers. In general, the Corporation is organized for the purpose of doing any and all acts and things, and exercising any and all powers, which it may now or hereafter be lawful for the Corporation to do or exercise under and pursuant to the laws of the State of Florida and the United States of America and any applicable local laws.

Section 3.3 Limitations On Purpose. The Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office, nor shall the Corporation engage in subversive or un-American activities. Unless the Corporation elects to qualify its activities under Section 501(h) of the Internal Revenue Code of 1986, as amended, a substantial part of the Corporation's activities, funds, property or income shall not involve carrying on propaganda or lobbying.

ARTICLE IV **Effective Date; Duration.**

Section 4.1 Effective Date. These Amended and Restated Articles of Incorporation shall become effective on the date these Articles are filed with the Department of State.

Section 4.2 Duration. This Corporation shall exist perpetually.

ARTICLE V **Powers.**

Section 5.1 Powers Under Florida Statute 617.0302. The Corporation shall have all the powers set forth in Florida Statute 617.0302 unless specifically prohibited by these Articles of Incorporation.

Section 5.2 Powers In Relation to Purpose. Notwithstanding any other provision of these Articles of Incorporation, the purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

Section 5.3 Limitations on Powers. Notwithstanding any other provision of these Articles of Incorporation, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended.

ARTICLE VI
Registered Agent and Address.

Section 6.1 Name and Address. The name and street address of the registered agent of this Corporation is:

Brennan, Manna & Diamond, P.L.
The SunTrust Building
76 S. Laura Street, Suite 2110
Jacksonville, Florida 32202

ARTICLE VII
Management Of Corporate Affairs.

Section 7.1 Board of Trustees. The powers of the Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Trustees (the "Board").

Section 7.2 Election and Appointment. The election and appointment of the Trustees shall be as specified in the Bylaws of the Corporation.

ARTICLE VIII
Dedication Of Assets.

Section 8.1 Charitable Purposes. The property of this Corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this Corporation shall ever inure to the benefit of any Trustee, Officer, or to the benefit of any private individual.

ARTICLE IX
Distribution Of Assets.

Section 9.1 Exempt Purposes. In the event of dissolution of the Corporation, the assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or shall be distributed to the Federal, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the court of competent jurisdiction, of the county in which the principal office of the Corporation is then located, exclusively for such purposes.

Article X
Amendment.

Section 10.1 Amendment. These Amended and Restated Articles of Incorporation may be altered, amended, or repealed by a vote of two thirds of the members of the Board present and voting, at regular or special meeting of the Board.

ARTICLE XI
Miscellaneous.

Section 11.1 Distribution of Income. The Corporation shall distribute its income for each tax 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 of 1986, as amended.

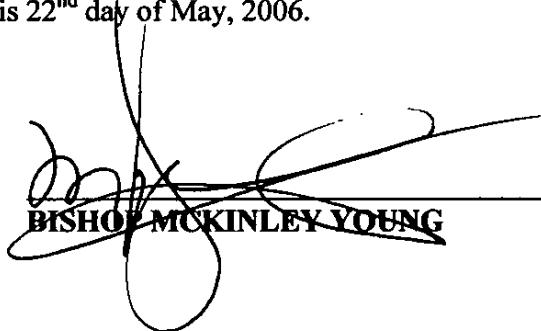
Section 11.2 Self-Dealing Prohibited. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended.

Section 11.3 Excess Business Holdings Prohibited. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended.

Section 11.4 Certain Investments Prohibited. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue code of 1986, as amended.

Section 11.5 Certain Taxable Expenditures Prohibited. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, as amended.

The undersigned, being the Chairman of the Board of Trustees of this Corporation has executed these Articles of Incorporation this 22nd day of May, 2006.


BISHOP MCKINLEY YOUNG

ACCEPTANCE OF REGISTERED AGENT

Having been named in the foregoing Amended and Restated Articles of Incorporation to accept service of process for the above stated Corporation at the place designated therein, and being familiar with the duties and responsibilities as registered agent for said Corporation, I hereby agree to act in this capacity and to comply with the provisions of the Florida Business Corporation Act.

DATED this 22nd day of May, 2006.

BRENNAN, MANNA & DIAMOND, P.L.

A handwritten signature in cursive script, reading "Randal C. Fairbanks", written over a horizontal line.

By: RANDAL C. FAIRBANKS

Member

**CERTIFICATE RELATED TO THE
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
EDWARD WATERS COLLEGE, INC.**

WHEREAS, Florida Statute Section 617.1007(3) requires that the Amended and Restated Articles of Incorporation for a not-for-profit corporation be accompanied by a certificate setting forth whether the corporation contains an amendment requiring member approval and, if it does not, that the board of directors adopted the restatement.

NOW, THEREFORE, in accordance with Florida Statute Sections 617.1007(3), the undersigned authorized representative of Edward Waters College, Inc. hereby certifies the following:

**ARTICLE I
Member Approval.**

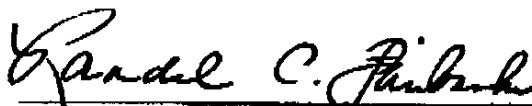
Pursuant to Article VI of the Bylaws of Edward Waters College, Inc. (the "Corporation"), the Corporation has no members.

**ARTICLE II
Board of Trustees.**

The Board of Trustees adopted the Amended and Restated Articles of the Corporation.

DATED this 29th day of June, 2006.

BRENNAN, MANNA & DIAMOND, P.L.



By: RANDAL C. FAIRBANKS
Member