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Amended
Restated
(a) 1/25/10

WITH NAME CHANGE

FLORIDA STATE COLLEGE
AT JACKSONVILLE™

December 18, 2009

VIA: Federal Express

Florida Department of State
Division of Corporations
Amendment Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

NAME OF CORPORATION: FCCJ Foundation Real Estate Holding, Inc.

DOCUMENT NAME: Articles of Amendment to Amended and Restated Articles of Incorporation

The enclosed Articles of Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Kym Johnson
Florida State College at Jacksonville
501 West State Street, Room 446T
Jacksonville, Florida 32202
E-mail: kyjohnso@fscj.edu

Enclosed is a $35.00 filing fee check made payable to the Florida Department of State.

For further information concerning this matter, please call: Kym Johnson at 904-632-3232.

Sincerely,

Kym Johnson
Legal Assistant

Enclosures
cc (w/encl.): Mr. Robert Stamp

FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 23, 2009

KYM JOHNSON
FLORIDA STATE COLLEGE AT JACKSONVILLE
501 WEST STATE STREET - ROOM 446T
JACKSONVILLE, FL 32202

SUBJECT: FCCJ FOUNDATION REAL ESTATE HOLDING, INC.
Ref. Number: N95000004737

We have received your document for FCCJ FOUNDATION REAL ESTATE HOLDING, INC. and your check(s) totaling $35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.

Please return 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) 245-6964.

Irene Albritton
Regulatory Specialist II

Letter Number: 309A00039091

FCCJ FOUNDATION REAL ESTATE HOLDING, INC.

SECRETARY'S CERTIFICATE

I, the undersigned, duly elected Secretary of FCCJ Foundation Real Estate Holding, Inc. now known as Florida State College Foundation Real Estate Holding, Inc. (the "Company"), hereby certify to the State of Florida that the attached Restated and Amended Articles of Incorporation of the Company (the "Restated Articles") were adopted by the Board of Directors of the Company on December 9, 2009 and that the number of votes cast for the Restated Articles was sufficient for approval. Further, the Restated Articles do not include any amendments requiring member approval.

In witness whereof, I have hereunto set my hand this 19 day of January, 2010.

Steven P. Bowers, Secretary

Amended and Restated Articles of Incorporation
of
FCCJ Foundation Real Estate Holding, Inc.

Article I
Name

The name of this corporation is Florida State College Foundation Real Estate Holding, Inc. (hereinafter the "Corporation").

Article II
Corporate Address; Registered Agent

The principal office of the Corporation in the State of Florida is:

501 West State Street, Suite 104
Jacksonville, Florida 32202

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TALLAHASSEE, FLORIDA
10 JAN 25 AM 11:36

The registered agent and address for the Corporation is:

Jeanne M. Miller, General Counsel
Florida State College at Jacksonville
501 West State Street
Jacksonville, Florida 32202

The Board of Directors may from time to time move the principal office to any other address in Florida.

Article III
Purposes and Powers

The purposes for which this Corporation is organized, and the business and objectives to be carried on and promoted by it, are as follows:

a) This Corporation is organized exclusively to hold title to certain real property, collect income there from, and turnover the income to Florida State College Foundation, Inc. (hereinafter the "Foundation"), a Florida not-for-profit corporation which is a tax exempt organization pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

b) Any real property held by the Corporation will be used to support the public purpose and broad educational mission of Florida State College at Jacksonville as that mission is defined by Florida Statutes. At no time will the Corporation own or hold property that will be used for a purpose that is inconsistent with the public purpose and broad educational mission of the College and the Foundation.

c) 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 actually rendered and to make payments and distributions in furtherance of its exempt purposes. No substantial part of the activities of the Corporation shall consist of 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 or in opposition to any candidate for public office.

d) Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities other than those listed in subparagraph (a) above, or which would prohibit the Corporation from maintaining tax exempt status under Section 501 (c) (2) of the Code.

e) This Corporation in exercising any one or more of such powers shall do so in the furtherance of the exempt purpose for which it has been organized as described in the Code.

Article IV
Sole Member

The sole member of the Corporation shall be the Foundation.

Article V
Perpetual Existence

The Corporation shall have perpetual existence. If the Corporation should be dissolved, all of its assets shall be distributed to the Foundation, or its successors.

Article VI
Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors. The directors of the Corporation shall be the same as the Board of Directors of the Foundation. Their number, qualifications, terms of office and manner of selection shall be fixed in the By-Laws.

Article VII
Amendments

These amended and restated Articles of Incorporation may be revised at anytime by a majority vote of the members of the Board of Directors.

Article VIII
Bylaws

The By-Laws of the Corporation are to be made, altered or rescinded by the Board of Directors in the manner set forth in the By-Laws.

These Amended and Restated Articles of Incorporation were adopted by the Board of Directors of the Corporation on December 9, 2009. The number of votes cast was sufficient for approval.

Florida State College Foundation Real Estate Holding, Inc.

SP Bowers

Steven P. Bowers
Secretary