

734103

(Requestor's Name)

(Address)

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(Business Entity Name)

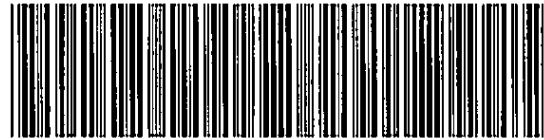
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
20 MAY 18 PM 3:25

Amended & Restated

MAY 20 2020

D CUSHING

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Hodges University, Inc.
DOCUMENT NUMBER: 734103

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

Please return all correspondence concerning this matter to the following:

Lorena Vela
Name of Contact Person
Hodges University, Inc.
Firm/ Company
2647 Professional Circle
Address
Naples, FL 34119
City/ State and Zip Code
lvela@hodges.edu
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Lorena Vela at (239) 598-6283
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|--|---|---|--|
| <input type="checkbox"/> \$35 Filing Fee | <input checked="" type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed) |
|--|---|---|--|

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

FILED
FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2011 JUL 18 PM 3:26



2020 MAY 10 PM 12:43

FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 22, 2020

LORENA VELA
HODGES UNIVERSITY, INC.
2647 PROFESSIONAL CIRCLE
NAPLES, FL 34119

SUBJECT: HODGES UNIVERSITY, INC.
Ref. Number: 734103

We have received your document for HODGES UNIVERSITY, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

In Article 1.2 you state that the registered agent is the Corporation's President but you do not list a name and the current registered on our database is Erica M. Vogt who according to this document is not the President. If John D. Meyer is going to be the registered agent you will need to list him as the agent and he will need to sign an acceptance statement that he accepts the designation. Please correct the Amended and Restated Articles and return them so I can process it.

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) 245-6050.

Diane Cushing
Senior Section Administrator

Letter Number: 920A00008412

**FIFTH AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
HODGES UNIVERSITY, INC.**

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DIVISION OF CORPORATIONS
20 MAY 18 PM 3:26

**ARTICLE I
Organization**

Article 1.1 – Name. The name of the Corporation is: HODGES UNIVERSITY, INC. (hereinafter referred to as the “Corporation”). The name of the Corporation shall not be changed following the filing of these Amended and Restated Articles of Incorporation except by approval of the Board of Trustees.

Article 1.2 – Registered Agent and Registered Office Address. The Corporation’s registered agent is the Corporate Treasurer as selected by the Board of Trustees in accordance with the Bylaws and its registered office address is 2647 Professional Circle, Naples, FL 34119.

Article 1.3 – Duration. The period of the Corporation’s duration is *perpetual*.

**ARTICLE II
Purpose**

The Corporation is a Florida not for profit corporation, organized under the Florida Not for Profit Corporation Act, Chapter 617, Florida Statutes, as it may hereafter be amended (the “Act”), and is not organized for the private gain of any person. The Corporation is organized exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (the “Code”), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Code Section 501(c)(3) or corresponding section of any future tax code.

The general nature and objectives of the Corporation shall be: to establish, maintain and operate an institution of learning especially designed to provide qualified students with the introduction, acquisition, development and understanding of learning and skill in various disciplines which may include, but are not limited to, liberal arts, health and social sciences, business, and other areas of study as may be approved from time to time; to confer any and all Degrees, Diplomas, and/or Certificates, including, but not limited to, Bachelor, Master, Doctorate, Honorary, Associate, and/or any other which may be appropriate to the particular level of education of the student or individual; to provide a job placement service for students, graduates and others; to raise money and accumulate and acquire monies and property, real and personal, for the purposes aforesaid by all legal means, by collection of tuition money, fees and other proper charges from students in connection with the aforesaid educational institution; by the issuance and sale of bonds, debentures and other proper certificates of indebtedness; the solicitation and acceptance of contributions and gifts from the living and by will; to accept and receive gifts of money and property made in trust and to execute such trusts, all to like extent and effectiveness as of a personal trustee, to buy, sell, lease and mortgage property of all kinds (no purchaser, lessee or mortgagee being obliged to look to the application of the proceeds); to invest and reinvest its monies including proceeds of all sales and income received; to expend monies acquired or derived as aforesaid for the cost of conducting its operations and in promoting the primary objectives aforesaid; to sell, assign, transfer, convey, mortgage, pledge, lease, or otherwise encumber the property of the Corporation; to borrow money and execute its promissory note or notes to evidence the same, and to secure the payment of such claims by pledge or

mortgage; and to do any and all other things which corporations not for profit are authorized to do under the laws of the State of Florida and provisions of the Code.

Notwithstanding any other provisions in this document, the purposes will be limited exclusively to exempt purposes within the meaning of Code section 501(c)(3), or corresponding section of any future federal tax 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 reasonable compensation for service rendered to make payments and distributions in furtherance of the purposes set forth in this Article. No substantial part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in a political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to any candidate for public office.

The general purposes and powers of the Corporation are to have and exercise all rights and powers conferred on not for profit corporations under the laws of Florida, provided, however, that this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this Corporation.

The Corporation does not discriminate on the basis of race, color, religion, gender, sexual orientation, national origin, age, or disability in the provision of educational opportunities or employment opportunities and benefits.

In furtherance of its purposes, the Corporation shall have all the general powers enumerated in the Act as now in effect or as may hereafter be amended, together with the powers to solicit grants and contributions for such purposes.

ARTICLE III

Members

The Corporation has no members.

ARTICLE IV

Internal Affairs

The regulation of the internal affairs of the Corporation shall be in accordance with the provisions of the Bylaws when applicable, as mandated by the Act.

ARTICLE V

Board of Trustees

The number of trustees and the manner of their election or appointment and removal shall be governed by the provisions outlined in the Bylaws.

ARTICLE VI

Amendments and Dissolution

Article 6.1 - Amendments. The power to approve changes to the governing documents of the Corporation shall be vested in the Board of Trustees.

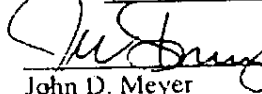
Article 6.2 - Dissolution. Upon dissolution of the Corporation, the disposition of all the assets of the Corporation shall be in the manner as provided by the Board of Trustees, in accordance with Act, and also in accordance with the following:

- (a) All liabilities and obligations of the Corporation be paid and discharged, or adequate provisions be made therefor.
- (b) Assets held by the Corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, be returned, transferred, or conveyed in accordance with such requirements.
- (c) Assets received and held by the Corporation subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, educational, or similar purposes, but not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, be transferred or conveyed to one or more domestic or foreign corporations, trusts, societies, or organizations engaged in activities substantially similar to those of the Corporation and that has established its tax exempt status under Code Section 501(c)(3).
- (d) All the assets remaining after the transfer or conveyance by the Corporation pursuant to subsection (c) shall be distributed to one or more organizations that qualify as organizations described in Code Section 501(c)(3) at the time of the dissolution. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

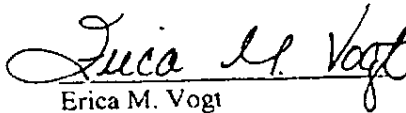
THE UNDERSIGNED, BEING THE PRESIDENT AND SECRETARY OF HODGES UNIVERSITY, INC.
A NOT FOR PROFIT CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE
STATE OF FLORIDA, (THE "CORPORATION"), DO HEREBY CERTIFY THAT THE FOREGOING IS
A TRUE AND CORRECT COPY OF THE AMENDED AND RESTATED ARTICLES OF
INCORPORATION THAT WERE PROPOSED, APPROVED AND ADOPTED AS THE AMENDED AND
RESTATED ARTICLES OF INCORPORATION OF HODGES UNIVERSITY, INC., AT A DULY CALLED
AND NOTICED MEETING OF THE CORPORATION'S BOARD OF TRUSTEES AT WHICH A
QUORUM WAS PRESENT ON MARCH 20, 2020 AND THAT THE SAME HAVE NOT BEEN
MODIFIED, RESCINDED OR REVOKED AND ARE AT PRESENT IN FULL FORCE AND EFFECT.

HODGES UNIVERSITY, INC.

Dated: March 20, 2020



John D. Meyer
Title: President



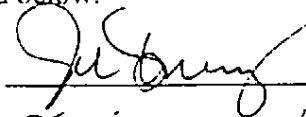
Erica M. Vogt
Title: Secretary

CERTIFICATE OF INCUMBENCY

I, Erica M. Vogt, the Secretary employed by Hodges University, Inc., a Florida corporation (hereinafter the "Corporation"), hereby acknowledge and certify the following:

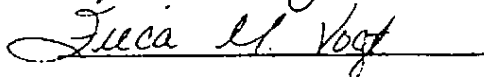
1. That I am qualified to execute this Certificate of Incumbency on behalf of the Corporation and have access to, or have been charged with maintaining the records, minutes, and seal of the corporation.
2. The principal place of business for the Corporation is 2657 Professional Circle, Naples, Florida, 34119.
3. That the following named individuals have been duly elected, designated, and appointed to the offices indicated below:

John D. Meyer



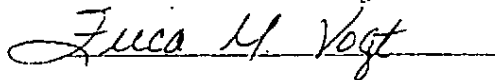
President

Erica M. Vogt



Secretary

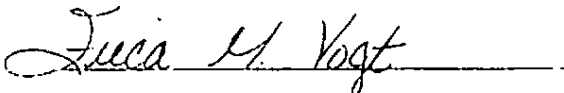
Erica M. Vogt



Treasurer

4. That the above-listed individuals hold such offices as of the date of execution of this Certificate.
5. That the signature above are authentic signatures.

IN WITNESS THEREFORE, I have subscribed my name on this date, May 14, 2020.



Erica M. Vogt, Secretary