

Memo

Name	Avalonbury
Resident	[Signature]
District Verifier	
Acknowledgement	
Verifier	

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION
OF
FLORIDA COLLEGE, INC.

June 30, 1992

FILED
JUL 15 1992
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617.1006 of the Florida Not for Profit Corporation Act, FLORIDA COLLEGE, INC., a Florida not for profit corporation (the "Corporation") adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is

FLORIDA COLLEGE, INC.

2. The following amendments (the "Amendments") to the Articles of Incorporation were adopted by majority vote of the Board of Directors of the Corporation at a meeting held on May 22, 1992 pursuant to the provisions of Section 617.1002(1)(b) of the Florida Not For Profit Corporation Act.

Amendment of Article II.

Article II of the Articles of Incorporation of the Corporation, entitled "LOCATION AND OFFICES" is hereby amended to read as follows:

"The principal office of this corporation and the educational institution provided for herein shall be located in Hillsborough County, Florida at 119 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."

(b) Amendment of Article III.

Article III of the Articles of Incorporation of the Corporation, entitled "OBJECTS" is hereby amended to read as follows:

"The Corporation is organized and shall be conducted 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 the United States Internal Revenue Code (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.

In furtherance of the aforementioned purposes, the object of the Corporation and general nature of the purposes of its creation are as follows: To establish and maintain a college wherein the arts, sciences, and languages shall be taught and also to provide opportunity for young men and young 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; and also to select a faculty capable of giving instruction in such courses as shall be deemed advisable by its Board of Directors.

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; to make such regulations and rules subject to this Charter and its by-laws to be adopted for its government, as may be deemed advisable by its Board of Directors; and 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 by-laws of the Corporation.

Notwithstanding any other provisions 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)(B) of the Internal Revenue Code."

(c) Amendment of Article IV.

Article IV of the Articles of Incorporation of the Corporation, entitled "MEMBERSHIP, QUALIFICATION AND MANNER OF ADMISSION" is renumbered Article V, and as renumbered, is amended to read as follows:

"Membership in this corporation shall be limited to members in good standing in a congregation in the Church of Christ, who are admitted to membership in this Corporation by the Board of Directors in the manner set forth in the Bylaws of the Corporation."

(d) New Article IV.

A new Article IV of the Articles of Incorporation of the Corporation entitled "POWERS" is hereby added to read as follows:

"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.

(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(c)(3) of the Internal Revenue Code.

(3) No dividends 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."

(e) Amendment of Article V.

Article V of the Articles of Incorporation of the Corporation, entitled "TERM OF EXISTENCE" is renumbered Article VII.

(f) Repeal of Article VI.

Article VI of the Articles of Incorporation of the Corporation, entitled "NAMES AND RESIDENCES OF SUBSCRIBERS" is repealed as obsolete.

(g) Amendment and Renumbering of Article VII.

Article VII of the Articles of Incorporation of the Corporation, entitled "BOARD OF DIRECTORS," is renumbered Article VI and, as renumbered, is amended to read as follows:

"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 by-laws of the Corporation when adopted. The Board of Directors shall have the power to elect (i) the officers of the board, consisting of a Chairman, a Vice-Chairman, a Secretary, and a Treasurer, (ii) the officers of the Corporation, consisting of a President of the College, a Secretary and a Treasurer; and (iii) 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 by-laws. 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 annual meeting shall elect directors to take the place of those whose terms have expired, but any director may be reelected for an additional term. All members of the Board of Directors shall be elected from a list of candidates therefor, as recommended by the members of the Board or other parties interested in the welfare of the college, and 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 power to:

(1) Elect by ballot annually, 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 the salaries of the President, professors, instructors, officers, and employees; and

(6) Direct all activities of the college."

(h) Repeal of Article VIII.

Article VIII of the Articles of Incorporation of the Corporation, entitled "OFFICERS UNTIL FIRST ELECTION" is repealed as obsolete.

(i) Repeal of Article IX.

Article IX of the Articles of Incorporation of the Corporation, entitled "DIRECTORS UNTIL FIRST ELECTION" is repealed as obsolete.

(j) Amendment and renumbering of Article X.

Article X of the Articles of Incorporation of the Corporation, entitled "BY-LAWS," is renumbered as Article VIII and, as renumbered, is amended to read as follows:

"By-laws of the corporation may be adopted, altered, or rescinded by majority vote of the Board of Directors."

(k) Repeal of Article XI.

Article XI of the Articles of Incorporation of the Corporation, entitled "INDEBTEDNESS," is repealed.

(l) Repeal of Article XII.

Article XII of the Articles of Incorporation of the Corporation, entitled "VALUE OF REAL ESTATE," is repealed.

(m) Adoption of New Article IX.

A new Article IX of the Articles of Incorporation of the Corporation, entitled "DISSOLUTION AND LIQUIDATION," is hereby adopted to read as follows:

"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 above in this Article IX."

(n) Adoption of New Article X.

A new Article X of the Articles of Incorporation of the Corporation, entitled "AMENDMENT," is hereby adopted to read as follows:

"These Articles may be amended in the manner now or hereafter provided in the Florida Statutes."

3. The Amendments were proposed and adopted by majority vote of the members of the Board of Directors at meeting held on May 22, 1992 pursuant to the provisions of Section 617.1002(1)(b) of the Florida Not For Profit Corporation Act and the Bylaws of the Corporation. The number of votes cast by the members of the Board of Directors in favor of adoption was sufficient for approval. Members of the Corporation are not entitled to vote on amendments to the Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and affixed the seal of the Corporation this 30th day of June, 1992.

FLORIDA COLLEGE, INC., a
Florida not for profit
corporation

ATTEST:

William C. Hammontree
William C. Hammontree
Secretary

By: Robert E. Harmon
Robert E. Harmon, Chairman

[SEAL]

STATE OF MISSOURI
COUNTY OF Cass

BEFORE ME personally appeared ROBERT E. HARMON as Chairman of FLORIDA COLLEGE, INC., a Florida not for profit corporation (the "Corporation"), who is known to me or has produced a Driver's License as identification.

WITNESS my hand and official seal this 30th day of June, 1992, in the aforesaid County and State.

Deane Bell
Notary Public

My Commission Expires: 8-3-94

[SEAL]

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME personally appeared WILLIAM C. HAMMONTREE as Secretary of FLORIDA COLLEGE, INC., a Florida not for profit corporation (the "Corporation"), who is known to me or has produced a Driver's License as identification.

WITNESS my hand and official seal this 29 day of June, 1992, in the aforesaid County and State.

My Commission Expires: August 17 1993

Wm. E. Coudin
Notary Public

[SEAL]