

705762

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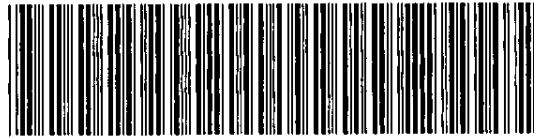
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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

RECEIVED  
10 AUG 26 AM 9:13

FILED  
10 AUG 26 AM 9:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Restated*  
C.COULLIETTE

AUG 26 2010

EXAMINER

**COVER LETTER**

**TO: Amendment Section  
Division of Corporations**

**NAME OF CORPORATION:** Lynn University, Inc.

**DOCUMENT NUMBER:** 705762

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

Please return all correspondence concerning this matter to the following:

Margaret E. Ruddy, Esquire

(Name of Contact Person)

Lynn University, Inc.

(Firm/ Company)

3601 North Military Trail

(Address)

Boca Raton, FL 33431

(City/ State and Zip Code)

MRuddy@lynn.edu

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Margaret E. Ruddy, Esquire

(Name of Contact Person)

at ( 561 ) 237-7824

(Area Code & Daytime Telephone Number)

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

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &  
Certificate of Status

☒ \$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)

☐ \$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  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**RESTATED ARTICLES OF INCORPORATION** **FILED**

**OF**

**10 AUG 26 AM 9:27**

**LYNN UNIVERSITY, INC.**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

The undersigned President of Lynn University, Inc., a Florida corporation not-for-profit (the "Corporation"), hereby certifies that:

1. The Corporation was originally incorporated under the name "Marymount College in Boca Raton, Inc." as set forth in the original Articles of Incorporation of the Corporation filed with the Florida Secretary of State on June 14, 1963; and
2. The Corporation filed a Certificate of Amendment to Charter of Marymount College in Boca Raton, Inc. with the Florida Secretary of State on September 6, 1968 amending Article VIII of the Articles of Incorporation of the Corporation; and
3. The Corporation filed a Certificate of Amendment to Articles of Incorporation of Marymount College in Boca Raton, Inc. with the Florida Secretary of State on July 18, 1974 amending the Corporation's name from "Marymount College in Boca Raton, Inc." to "Marymount College at Boca Raton, Inc."; and
4. The Corporation filed an Amendment to the Articles of Incorporation of Marymount College at Boca Raton, Inc. with the Florida Secretary of State on April 14, 1975 by adding Article Eighth and Article Ninth; and
5. The Corporation filed an Amendment to the Articles of Incorporation of Marymount College at Boca Raton, Inc. with the Florida Secretary of State on April 14, 1975 amending the Corporation's name from "Marymount College at Boca Raton, Inc." to "College of Boca Raton, Inc."; and
6. The Corporation filed Articles of Amendment to Articles of Incorporation of College of Boca Raton, Inc. with the Florida Secretary of State on September 26, 1991 amending the Corporation's name from "College of Boca Raton, Inc." to "Lynn University, Inc."; and
7. The Corporation filed Amended and Restated Articles of Incorporation of Lynn University, Inc. with the Florida Secretary of State on December 19, 1991; and
8. The Corporation filed Articles of Amendment to Articles of Incorporation of Lynn University, Inc. with the Florida Secretary of State on March 5, 1992 deleting and replacing in its entirety paragraph 2.1(b) of Article II of the Articles of Incorporation of the Corporation; and

9. The Corporation filed Articles of Amendment to Articles of Incorporation of Lynn University, Inc. with the Florida Secretary of State on December 26, 2000 deleting and replacing in its entirety paragraph 2.1(b) of Article II of the Articles of Incorporation of the Corporation; and
10. The Corporation filed Articles of Amendment to Amended and Restated Articles of Incorporation of Lynn University, Inc. with the Florida Secretary of State on December 20, 2001 deleting and replacing in its entirety paragraph 2.7 of Article II of the Amended and Restated Articles of Incorporation of the Corporation; and
11. At a special meeting of the Board of Trustees of the Corporation duly called and held on August 24, 2010, resolutions were adopted by unanimous vote of the Board of Trustees of the Corporation proposing to restate in its entirety the Amended and Restated Articles of Incorporation of Lynn University, Inc. filed with the Florida Secretary of State on December 20, 2001; and
12. That the following Restated Articles of Incorporation of Lynn University, Inc. were adopted by unanimous vote of the Board of Trustees of the Corporation in accordance with the provisions of:
  - (i) Florida Statutes, §617.1006 (1)-(3), inclusive, and the number of affirmative votes cast approving the Restated Articles of Incorporation was sufficient for approval; and
  - (ii) Florida Statutes, §617.1007, and Article XIV, Amendment of Articles of Incorporation, as set forth in the Amended and Restated Articles of Incorporation of the Corporation filed with the Florida Secretary of State on December 19, 1991.

#### **ARTICLE I – CORPORATE NAME**

The name of the corporation is Lynn University, Inc.

#### **ARTICLE II – PRINCIPAL OFFICE**

The principal place of business and mailing address of the Corporation is: 3601 North Military Trail, Boca Raton, FL 33431-5598.

#### **ARTICLE III – PURPOSES OF CORPORATION**

The nature of the business and the objects and purposes proposed to be transacted, promoted and carried on are to do any or all things herein mentioned, as fully and to the same extent as natural persons might or could do, and in any part of the world, viz:

3.1 (a) To maintain for men and women an institution of higher education and to conduct therein programs of study in the areas of liberal arts, the sciences, business, education, communication, and music.

(b) To confer the following degrees and such other degrees (including certificates) as may be permitted by the State of Florida:

Associate Degrees

1. Associate of Arts
2. Associate of Science
3. Associate of Science in Funeral Service
4. Associate of Occupational Studies

Baccalaureate Degrees

1. Bachelor of Arts
2. Bachelor of Fine Arts
3. Bachelor of Professional Studies
4. Bachelor of Science
5. Bachelor of Science in Applied Studies
6. Bachelor of Science in Business Administration
7. Bachelor of Science in Design
8. Bachelor of Science in Education
9. Bachelor of Science in Nursing
10. Bachelor of Science in Hospitality Administration
11. Bachelor of Music

Master Degrees

1. Master of Business Administration
2. Master of Education
3. Master of Professional Studies
4. Master of Science
5. Master of Social Work
6. Master of Music

Doctoral Degrees

1. Doctor of Education
2. Doctor of Jurisprudence
3. Doctor of Philosophy

### Honorary Degrees

1. Doctor of Humane Letters
2. Doctor of Laws
3. Doctor of Literary History
4. Doctor of Science

(c) To promote science and the arts and to engage in and support research in all fields of education.

3.2. To organize, own and operate any and all businesses and enterprises in connection with the purposes of this Corporation which will be desirable and which will afford an opportunity for employment of students, agents or other persons connected with this Corporation, as may be deemed in the best interest of the Corporation.

3.3 To solicit, accept, acquire, receive by transfer, gift, bequest, legacy, devise or otherwise, any property or anything of value whatsoever, either for an endowment or for general expenses for carrying out the purposes of the Corporation.

3.4 To acquire in any manner and to hold, manage, mortgage, pledge, hypothecate, sell, transfer, lease and convey property, real, personal or mixed, and any and every interest, legal and equitable of whatsoever kind and nature and wheresoever situated.

3.5 To perform administrative and all manner of services consistent with the establishment and operation of a university.

3.6 To have all the rights, privileges and powers now or hereafter conferred by the laws of the State of Florida upon corporations or under any act amendatory thereof or supplemental thereto or substituted therefor; to do and perform all acts and things necessary, convenient, proper or desirable for the accomplishment of the Corporation's purposes or any amendments thereof or the attainment of the objectives, or any amendments thereof, hereinabove set forth, in such case, however, only insofar as may be lawful under the laws of the State of Florida.

### **ARTICLE IV – BOARD OF TRUSTEES**

The business affairs of the Corporation shall be managed by the Board of Trustees (the "Board"). The number of members of the Board, which number shall include the President of the Corporation, shall be as determined by the Board from time to time as specified in the Corporation's By-Laws but shall not be fewer than five (5) nor greater than twenty-five (25) in number. Members of the Board shall be elected in the manner and on the date as specified in the Corporation's By-Laws.

The Corporation may in its By-Laws confer powers upon the Board in addition to the powers and authorities expressly conferred upon the Board by statute.

## **ARTICLE V – OFFICERS**

The officers of the Corporation shall be a President who shall also serve as Chief Executive Officer of the Corporation, one (1) or more Vice Presidents, a Secretary, a Treasurer and such other officers as may be specified in the By-Laws of the Corporation.

The qualifications of officers, the time and manner of election or appointment, duties, term of office, and the manner of removing officers shall be as specified in the By-Laws of the Corporation.

## **ARTICLE VI – EXECUTIVE COMMITTEE**

The Board may, in its discretion, establish an Executive Committee by resolution duly adopted by a majority vote of the Board. The Executive Committee shall consist of no fewer than three (3) members elected from the incumbent members of the Board, and such committee, to the extent provided by such resolution, shall have and may exercise the powers of the Corporation, by and with the approval of the chairman of the Board. The Board may designate and establish additional committees as specified in the By-Laws of the Corporation.

## **ARTICLE VII – ADVISORY BOARDS**

The Board may, in its discretion, create and appoint Advisory Boards by resolution duly adopted by a majority vote of the Board. The number of and qualification requirements for members of an Advisory Board shall be in the discretion of the Board. All actions of the Advisory Board are subject to the approval by resolution duly adopted by a majority vote of the Board.

## **ARTICLE VIII – PROHIBITED ACTIVITIES**

Notwithstanding any other provision of these Restated Articles of Incorporation, this Corporation shall not carry on any activity not permitted to be carried on by (a) a corporation exempt from federal income tax under §501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law or (b) a corporation to which contributions are deductible under §170(c)(2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue Law.

## **ARTICLE IX - REGISTERED OFFICE AND REGISTERED AGENT**

The Corporation's registered office shall be located at 3601 North Military Trail, Boca Raton, Florida 33431. The name and address of the Corporation's registered agent is Margaret E. Ruddy, 3601 North Military Trail, Boca Raton, Florida 33431.

## **ARTICLE X – DISTRIBUTION**

The Corporation is a non-stock Corporation organized and operated exclusively for educational purposes and no part of the net earnings of the Corporation shall inure to the benefit of any individual, and no officer or employee of the Corporation shall receive or be entitled to receive any pecuniary profit from its operations, except compensation for services.

## **ARTICLE XI – LIQUIDATION OR DISSOLUTION**

In the event of dissolution, the residual assets of the Corporation will be turned over to one (1) or more organizations which are exempt as organizations as described in §501(c)(3) and §170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code, or to the federal, state, or local government for exclusive public purpose.

## **ARTICLE XII– AMENDMENT OF BY-LAWS**

The By-Laws of the Corporation may be changed or amended by the affirmative vote of sixty-six and two-thirds (66 2/3%) of Board members present at a duly called meeting of the Board provided that a quorum of the Board, as specified in the By-Laws of the Corporation, is present at such duly called meeting.

## **ARTICLE XIII – AMENDMENT OF ARTICLES OF INCORPORATION**

These Restated Articles of Incorporation may be changed or amended by the affirmative vote of sixty-six and two-thirds (66 2/3%) of Board members present at a duly called meeting of the Board provided that a quorum of the Board, as specified in the By-Laws of the Corporation, is present at such duly called meeting.

## **ARTICLE XIV– TERM**

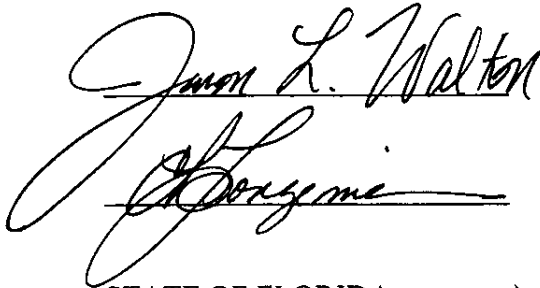
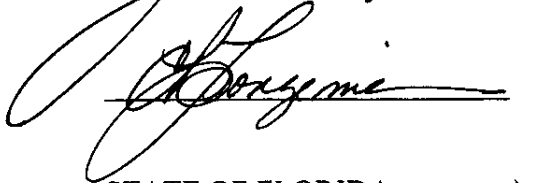
The Corporation shall have perpetual existence.

**[SIGNATURE PAGE FOLLOWS]**



IN WITNESS WHEREOF, these Restated Articles of Incorporation have been executed by the President of the Corporation this 24<sup>th</sup> day of August, 2010.

WITNESSES:

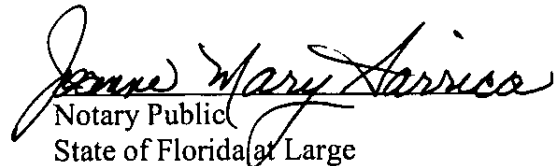
STATE OF FLORIDA                    )  
  ss:  
COUNTY OF PALM BEACH    )

LYNN UNIVERSITY, INC.  
a Florida corporation not for profit

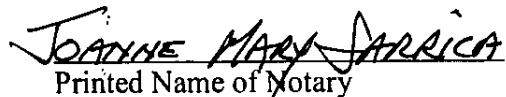
By:   
Kevin M. Ross, President

(Corporate Seal)

The foregoing instrument was acknowledged before me this 24<sup>th</sup> day of August, 2010, by Kevin M. Ross, President of Lynn University, Inc., a Florida corporation not-for-profit, who is personally known to me and who did not take an oath, and who executed the foregoing Restated Articles of Incorporation in accordance with Florida Statutes, §617.01201.

  
Notary Public  
State of Florida at Large

My Commission expires:

  
JOANNE MARY SARRICA  
Printed Name of Notary



[CERTIFICATION PAGE FOLLOWS]

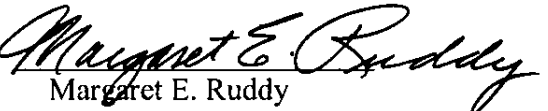
### CERTIFICATION

I, Margaret E. Ruddy, Secretary of Lynn University, Inc., a Florida corporation not-for-profit (the "Corporation"), and in accordance with Florida Statutes, §617.1007, hereby certify that:

1. The Restated Articles of Incorporation contains a provision requiring approval by the Board of Trustees of the Corporation of an amendment to the Corporation's Articles of Incorporation and in accordance with Article XIV, Amendment of Articles of Incorporation, as set forth in the Restated Articles of Incorporation, a resolution was adopted by unanimous vote of the members of the Board of Trustees of the Corporation at a special meeting of the Board of Trustees of the Corporation held on August 24, 2010 approving the Restated Articles of Incorporation as required pursuant to (i) Florida Statutes, §617.1002(1)(a) and (ii) Florida Statutes, §617.1007(a); and
2. The foregoing Restated Articles of Incorporation meets the requirements set forth in Florida Statutes, §617.1006.

LYNN UNIVERSITY, INC.

Dated: August 24, 2010

By:   
Margaret E. Ruddy  
Secretary