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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AUTHORIZATION: *Patricia Pujols*

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ORDER DATE : February 13, 1997

ORDER TIME : 10:05 AM

ORDER NO. : 259115-005

CUSTOMER NO: 4306424

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CUSTOMER: Ms. Kathy Gonsalves
Steel Hector & Davis
41st Floor, Ste. 4000
200 S. Biscayne Boulevard
Miami, FL 33131-2398

DOMESTIC AMENDMENT FILING

NAME: MIAMI-DADE COMMUNITY COLLEGE
FOUNDATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS: _____

Amended & Restated Articles 2-13-97 DL

PREPARED
97 FEB 13 AM 11:23
DIVISION OF CORPORATION

**THIRD AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MIAMI-DADE COMMUNITY COLLEGE FOUNDATION, INC.**

(A Not for Profit Corporation Organized Under Chapter 617, Florida Statutes)

Miami-Dade Community College Foundation, Inc., a not for profit corporation organized and existing under the laws of the State of Florida, does hereby certify pursuant to Section 617.1006 and 617.1007, Florida Statutes, that:

1. The name of the corporation is Miami-Dade Community College Foundation, Inc. (the "Corporation")
2. These Third Amended and Restated Articles of Incorporation were duly adopted by the members of the Corporation at a meeting held on December 11, 1996, and the number of votes cast for the amendments was sufficient for approval.
3. The text of the Articles of Incorporation of the Corporation, as heretofore amended and restated, is hereby restated with the amendments set forth below, effective as of the date of filing of this instrument with the Secretary of State of the State of Florida, to read as follows:

ARTICLE I - NAME

The name of the Corporation is MIAMI-DADE COMMUNITY COLLEGE FOUNDATION, INC. (as amended July 17, 1979 from the original name as stated in the Articles of October 20, 1965), and the principal place of business of the Corporation shall be in Dade County, Florida.

ARTICLE II - TERM

The term of duration of this Corporation shall be perpetual. The date and time of the commencement of the corporate existence is October 20, 1965, the effective date of the filing of the original Articles of Incorporation by the Florida Department of State.

ARTICLE III - PURPOSES

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 (the "Code"), or the corresponding provision of any future United States Internal Revenue Law, and as follows:

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- (a) Constitute a direct support organization of Miami-Dade Community College pursuant to Section 240.331, Florida Statutes, by raising funds and community awareness;
- (b) Foster interest in Miami-Dade Community College, to promote the welfare of Miami-Dade Community College, and otherwise to assist, aid and advance Miami-Dade Community College in fulfilling its objectives;
- (c) Receive, hold, invest and administer property and contributions, and to make expenditures for the benefit of Miami-Dade Community College; and
- (d) Engage in all acts reasonably related, ancillary or necessary to effectuate the foregoing purposes.

For these purposes, but without limitation thereon, the Corporation is empowered to exercise all rights and powers conferred by the laws of the State of Florida upon corporations not for profit.

ARTICLE IV - MEMBERS

The Corporation shall have no members.

ARTICLE V - BOARD OF DIRECTORS

Section 1. General.

This Corporation shall be governed by a Board of Directors. The number of Directors may be increased or decreased from time to time in accordance with the provisions of the bylaws of the Corporation, but in no event shall the number of Directors (excluding Ex Officio Directors) be less than fifteen (15). The Board of Directors shall serve the Corporation as Directors until the end of their terms or until their successors are duly chosen and qualified. The method of election to the Board is as determined by the Bylaws.

Section 2. Ex-Officio Members.

The following persons shall serve as members of the Board of Directors by virtue of office:

- (a) The District President of Miami-Dade Community College.
- (b) Three members of the District Board of Trustees of Miami-Dade Community College, as designated in the Bylaws.

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- (c) One Campus President, on an annual rotation, as designated in the Bylaws.

Section 3. Quorum.

One-third of the prescribed number of directors of the Corporation determined under the Bylaws of the Corporation shall constitute a quorum for the transaction of business as designated in accordance with the Bylaws. The act of a majority of directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

ARTICLE VI - OFFICERS

The officers of the Corporation shall consist of a Chairperson, Vice-Chairperson, President, Secretary and Treasurer and such other Vice Chairpersons and assistant officers as the Board of Directors shall from time to time deem desirable, all of whom shall be elected by the Board of Directors.

ARTICLE VII - BYLAWS

The Bylaws of the Corporation shall be adopted, and may be altered or rescinded, by the Board of Directors in the manner provided in the Bylaws.

ARTICLE VIII - LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Directors, officers, or private individuals, but that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its exempt purposes set forth in Article III hereof. It is intended that this Corporation shall have and continue to have the status of a corporation which is exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter, the "Code"), as an organization described in Section 501(c)(3) of the Code and which is other than a private foundation by reason of being described in Section 509(a)(1), (2), or (3) of the Code. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to such an extent as would result in the loss of its exemption from federal income tax under Section 501(c)(3) of the Code. No activity of the Corporation shall consist of participating in or intervening in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE IX - DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all debts and liabilities of the Corporation, distribute the remaining assets of the Corporation only for educational and charitable purposes to Miami-Dade Community College or, if Miami-Dade Community College is not in existence or is no longer an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding provisions of any subsequent United States internal revenue law, to an organization or organizations organized and operated exclusively for educational and charitable purposes which have established their tax exempt status under Section 501(c)(3) of the Code, or the corresponding provisions of any subsequent United States internal revenue law. Any such assets not so distributed shall be distributed by the Circuit Court of Dade County exclusively for educational and charitable purposes.

ARTICLE X - RETIREMENT OF INDEBTEDNESS

Upon the retirement of any indebtedness issued by the Corporation on behalf of Miami-Dade Community College pursuant to Section 103 of the Code or the corresponding provisions of any subsequent United States Internal Revenue Law, and applicable treasury regulations, the Board of Directors shall transfer unencumbered fee title to any property financed by such indebtedness, with respect to which the Corporation holds fee title at the time of retirement, to Miami-Dade Community College or, if Miami-Dade Community College is not in existence or is no longer an organization described in Section 501(c)(3) of the Code, or the corresponding provisions of any subsequent United States Internal Revenue Law, to an organization or organizations organized and operated exclusively for educational and charitable purposes which have established their tax exempt status under Section 501(c)(3) of the Code, or the corresponding provisions of any subsequent United States Internal Revenue Law. Any such property not so transferred shall be distributed by the Circuit Court of Dade County exclusively for educational and charitable purposes. Miami-Dade Community College (or any organization to which title to property is transferred under this Article) shall have exclusive possession and use of any property with respect to which title is transferred to Miami-Dade Community College (or such other organization) under this Article.

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ARTICLE XI - AMENDMENTS

These Articles of Incorporation may be amended by the affirmative vote of a majority of the Directors at a meeting of Directors at which a quorum is present provided that the proposed amendment or a summary of the changes to be effected by the amendment is included in the notice of meeting sent to Directors.

ARTICLE XII - REFERENCE

All references in these Articles to sections of the Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

IN WITNESS WHEREOF, Miami-Dade Community College Foundation, Inc., has caused these Third Amended and Restated Articles of Incorporation to be executed on this 30th day of January, 1997.

MIAMI-DADE COMMUNITY COLLEGE
FOUNDATION, INC.

By: Winston Richter
Winston Richter
President