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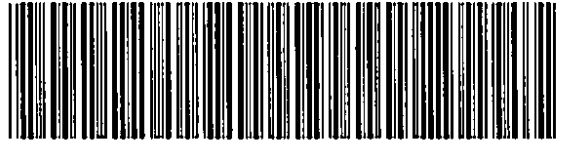
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2019 APR 10 AM 11:10
CITY OF NEW YORK
COUNTY OF NEW YORK

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Miami Dade College Foundation, Inc.

DOCUMENT NUMBER: 709786 (FEI/EIN number: 59-6169745)

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

Please return all correspondence concerning this matter to the following:

Carol A. Licko

(Name of Contact Person)

Hogan Lovells US LLP

(Firm/ Company)

600 Brickell Avenue

(Address)

Miami, FL 33131

(City/ State and Zip Code)

mccl@mdc.edu

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

For further information concerning this matter, please call:

Carol A. Licko

(Name of Contact Person)

305 459-6612
at (Area Code) (Daytime Telephone Number)

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

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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

FILED
2019 APR 10 AM 11:09

**AMENDED & RESTATED ARTICLES OF INCORPORATION OF
MIAMI DADE COLLEGE FOUNDATION, INC.**

(A Not for Profit Corporation Organized Under Chapter 617, Fla. Stat.)

Miami Dade 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:

- a. The name of the corporation is Miami Dade College Foundation Inc. (the "Corporation").
- b. These Amended and Restated Articles of Incorporation were duly adopted by the Miami Dade College Foundation, Inc. Board of Directors at a meeting held on March 13, 2019, and the number of votes cast for the amendments was sufficient for approval. The Articles do not contain any amendments requiring member approval.
- c. 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 Department of State of the State of Florida, to read as follows:

ARTICLE I - NAME

The name of the Corporation is MIAMI DADE COLLEGE FOUNDATION, INC., and the principal place of business of the Corporation shall be in Miami-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 was October 20, 1965, the effective date of the filing of the original Articles of Incorporation with 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:

- a) Constitute a direct support organization of Miami Dade College pursuant to Section 1004.76, Florida Statutes, by raising funds and community awareness;
- b) Foster interest in Miami Dade College, to promote the welfare of Miami Dade College, and otherwise to assist, aid and advance Miami Dade College in fulfilling its objectives;
- c) Receive, hold, invest and administer property and contributions, and to make expenditures for the benefit of Miami Dade College; and
- d) Engage in all acts reasonably related, ancillary, or necessary to effectuate the foregoing purposes.

For these purposes, the Corporation is empowered to exercise all rights and powers conferred by the laws of the State of Florida upon a not for profit corporation, subject to any limitations set forth in these Articles of Incorporation, the By- Laws, and the Operating Conditions established for the Corporation by the District Board of Trustees of Miami Dade College.

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 By-Laws of the Corporation, but in no event shall the number of Directors (excluding Ex-Officio Directors) be less than ten (10). The Board of Directors shall serve the Corporation as Directors until the end of their terms or until their successors are duly chosen, if necessary to meet the minimum number of Directors provided in these Articles of Incorporation, except in the case of their earlier death, resignation, or removal from office. The method of election to the Board is as determined by the By-Laws.

Section 2. Ex-Officio Members. The Board of Directors of the Corporation shall include the following ex-officio (voting) members:

- (a) The District President of Miami Dade College or his/her designee.
- (b) The Chair of the District Board of Trustees or his/her designee.
- (c) The Provost of Miami Dade College or a Campus President, appointed annually by the District President from among the Campuses within the Miami Dade College system, as designated in the By-Laws.

In addition to the above, one additional member of the District Board of Trustees may be chosen by the Chair of the District Board of Trustees to serve on the Board of Directors as an ex-officio member for a one-year period, renewable annually.

Section 3. Quorum. One-third of the Directors of the Corporation shall constitute a quorum for the transaction of business of the Corporation. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless a greater number is required by these Articles of Incorporation, or any provision of the By-Laws.

ARTICLE VI - OFFICERS

The officers of the Corporation shall consist of a Chairperson, Vice Chairperson, Executive Director, Secretary and Treasurer and such other officers as the Board of Directors shall from time to time deem desirable, all of whom shall be selected as provided for in the By-Laws.

ARTICLE VII - BYLAWS

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

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 to 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

Subject to applicable laws, 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 of Miami Dade College or, if Miami Dade 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 operating 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

Subject to applicable laws, upon the retirement of any indebtedness issued by the Corporation on behalf of Miami Dade 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 College or, if Miami Dade 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 Miami-Dade County exclusively for educational and charitable purposes of Miami-Dade College (or any organization to which title to property is transferred under this Article) and shall have exclusive possession and use of any property with respect to which title is transferred to Miami Dade College (or such other organization) under this Article.

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. Any amendments or repeals of all or a portion of the Corporation's Articles of Incorporation or By-Laws must comply with applicable State Board of Education Administrative Rules covering the Florida State College System, federal, state and local statutes, rules and regulations applicable to Miami Dade College Foundation, Inc. and Miami Dade College, the By-Laws and the Operating Conditions established for Miami Dade College Foundation, Inc. by the District Board of Trustees of Miami Dade College.

ARTICLE XII - REFERENCE

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

IN WITNESS WHEREOF, Miami Dade College Foundation, Inc., has caused these Amended and Restated Articles of Incorporation to be executed on the 13th day of March, 2019.

MIAMI DADE COLLEGE FOUNDATION, INC.

By: Julie Grimes

Title: Chair of the Board of Directors