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*Amended
Restated Act*

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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MAIL TO:
POST OFFICE BOX 1831
PENSACOLA, FLORIDA 32591-1831

December 5, 2006

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: The Pensacola Junior College Foundation, Inc.

Dear Sir or Madam:

Please find enclosed for filing the Amended and Restated Articles of Incorporation of The Pensacola Junior College Foundation, Inc. Also enclosed is our check of \$43.75 (\$35.00 for filing and \$8.75 for certified copy). Please return the certified copy to me in the postage paid self addressed envelope enclosed for your convenience.

If you have any questions or need further information, please do not hesitate to contact me.

Sincerely,

SHELL, FLEMING, DAVIS & MENGE


Thomas J. Gilliam, Jr.

TJG/fra
Enclosures

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

THE PENSACOLA JUNIOR COLLEGE FOUNDATION, INC.

FILED
06 DEC 15 PM 8:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned President of The Pensacola Junior College Foundation, Inc., a Florida corporation not for profit, hereby files these Amended and Restated Articles of Incorporation on behalf of the said corporation pursuant to the requirements of Chapter 617, Florida Statutes:

ARTICLE I

The name of this corporation is:
THE PENSACOLA JUNIOR COLLEGE FOUNDATION, INC.

ARTICLE II

The principal place of business and mailing address for the corporation is:
1000 College Boulevard
Pensacola, Florida 32504

ARTICLE III

The purposes for which this corporation (hereinafter called the Foundation) is organized are as follows:

1. To encourage, solicit, receive and administer gifts and bequests of property and funds for scientific, educational and charitable purposes, all for the advancement of Pensacola Junior College and its objectives; and to that end to take and hold, either absolutely or in trust for any of the said purposes, funds and property of all kinds, subject only to any limitations or conditions imposed by law or the instrument under which received; to sell, lease, convey and dispose of any such property and to invest and reinvest any proceeds and any other funds, and to deal with and expend the principal and income for any purposes herein authorized; to act as trustee; and, in general, to exercise any, all and every power, including trust powers, which a corporation not for profit organized under the laws of Florida for the foregoing purposes can be authorized to exercise.

2. To promote and support education; to provide (a) funds which are not provided from public sources for use in the furtherance of the education and welfare of Pensacola Junior College, its faculty and students; (b) funds to be used in attracting experienced and outstanding instructors, educators, and scientists to such college; (c) educational facilities, including dormitories; and (d) scholarships.

3. To do and perform any acts and expend its funds in any manner which the Foundation's Board of Governors shall determine will be beneficial to education and to Pensacola Junior College.

4. Upon specific approval of the Board of Governors or its Executive Committee, to borrow such sums, on such terms and with such security, if any, as may be prescribed in such approval, but no trust assets may be pledged or committed in a manner that would violate the trust upon which held.

5. All of the assets and income of the Foundation shall be used only for the purposes hereinabove set out, including the payment of expenses incidental thereto; and no part of its assets or income shall be distributable to its members, directors or officers, and no substantial part of its activities shall be for the carrying on of propaganda or otherwise attempting to influence legislation, and the Foundation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. In the event of dissolution or other termination of the Foundation, title to all its assets shall vest in The District Board of Trustees of Pensacola Junior College, Florida, or its successor, to be used exclusively for the purposes hereinabove set out, it being intended that no distribution or payment shall be made which will impair or destroy the tax exempt status of the Foundation or which will result in the denial of tax exempt status to donations, contributions, legacies, bequests, or dues received by this Foundation, to the extent that such tax exempt status shall be allowed under any applicable laws or regulations.

ARTICLE IV

The qualifications of the members and their manner of admission shall be as follows:

Any person of good character whose financial contribution or contributions to the Foundation is or are accepted by the Board of Governors shall be a member of the corporation. Additional qualifications may be specified and required pursuant to provisions of the by-laws of the corporation.

All persons interested in the scientific, educational and charitable purposes of the Foundation and the advancement of the College and its objectives and who meet such additional qualifications as may be prescribed in the by-laws are eligible to become members of the Foundation upon approval or acceptance in the manner authorized by the Board of Governors.

To honor individuals who have significantly advanced the objectives of Pensacola Junior College, the Board of Governors may provide for a class of membership to be known as the Pensacola Junior College Foundation Fellows. Fellows shall be elected upon the nomination of the Board of Governors and confirmation by the President of the College. This number shall be limited only by the high standards to be observed in their selection to assure that this honor be extended to persons of merit and distinction. The qualifications for and privileges of this membership may be prescribed in the by-laws.

ARTICLE V

The Foundation shall have perpetual existence.

ARTICLE VI

Section 1. Board of Governors. All corporate powers of the Foundation shall be exercised by a board of directors, which for naming purposes only shall be named the Board of Governors, but which shall in every other manner be constituted as a board of directors. Each person seated on the Board of Governors shall be referred to as a Governor of the Foundation, with each such Governor being synonymous in every way with a director seated on a board of directors. The number of Governors on the Board shall be fixed in the Foundation's by-laws, but at no time shall they number less than five (5). Except as otherwise provided herein, their qualifications, terms of office, and manner of selection shall be fixed in the by-laws. The quorum required for the conduct of business shall be fixed in the by-laws.

Section 2. Executive Committee. The by-laws may provide for the election of an Executive Committee of not less than five (5) members of the Board of Governors and may authorize such committee to exercise all or part of the powers and authority of the Board of Governors.

Section 3. Officers. The officers of the Foundation shall be a President, Vice-President, Secretary and Treasurer. The by-laws may provide for the creation of other officers to serve in ex officio and/or non-voting capacities. The officers shall be elected annually by the Board of Governors, each to serve for one year and until the election of a successor. The office of President and the office of Vice-President shall be filled from the membership of the Board of Governors. The offices of Secretary and Treasurer may be held by the same person.

ARTICLE VII

The names and addresses of the officers serving at the time of filing these Amended and Restated Articles of Incorporation are as follows:

President --	Carolyn R. Davis 25 E. Wright Street, Suite 2510 Pensacola, Florida 32501
Vice-President --	Grover Robinson, IV 2268 LaVista Avenue Pensacola, Florida 32504
Secretary --	Pam Hunt Caddell 650 W. Oakfield Road Pensacola, Florida 32503
Treasurer --	Ted Kirchharr 6723 Plantation Road Pensacola, Florida 32504

ARTICLE VIII

These articles of incorporation may be amended at any annual meeting, or at any special meeting called for that purpose, by a two-thirds vote of the membership of the Board of Governors in attendance at which a quorum is present and voting throughout.

ARTICLE IX

The by-laws of the Foundation are to be made, altered or rescinded by the Board of Governors in the manner set forth in the by-laws.

ARTICLE X

Each member of the Board of Governors shall have one vote at any meeting of the Board and there may be included in the by-laws a provision as to the number of Governors which shall constitute a quorum at any Board meeting.

ARTICLE XI

The name and address of the Registered Agent for the Foundation is as follows:

Patrice S. Whitten
1000 College Boulevard
Pensacola, Florida 32504

ARTICLE XII


These Amended and Restated Articles of Incorporation were approved on October 24, 2006 by the Foundation's Board of Governors in accordance with the requirements of the Foundation's by-laws and original Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation on the 24 day of October, 2006.


Carolyn R. Davis, President


ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for the above-stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Patrice S. Whitten

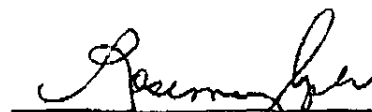
CERTIFICATE OF APPROVAL
OF THE
AMENDED AND RESTATED ARTICLES OF INCORPORATION
FOR
THE PENSACOLA JUNIOR COLLEGE FOUNDATION, INC.

I, Carolyn R. Davis, President of The Pensacola Junior College Foundation, Inc. (the "Foundation?"), do hereby certify that The Amended and Restated Articles of Incorporation for the Foundation (the "Restated Articles") were approved and adopted by the Board of Directors for the Foundation at a regular meeting duly noticed and held on October 24, 2006, and I further certify that the Restated Articles do not contain any amendments that require approval of the members of the Foundation.


Carolyn R. Davis, President

STATE OF FLORIDA
COUNTY OF ESCAMBIA

SWORN TO AND SUBSCRIBED before me this 15th day of December, 2006,
by Carolyn R. Davis, President of The Pensacola Junior College Foundation, (✓) who is personally
known to me, or () who produced _____ as identification.


NOTARY PUBLIC - STATE OF FLORIDA
Printed Name: Rosemary Ropke
My Commission No: DD19707B
My Commission Expires: 6-15-2007

ROSEMARY ROPKE
NOTARY PUBLIC-STATE OF FLORIDA
COMMISSION EXP., JUNE 15, 2007
COMM. NO. DD19707B