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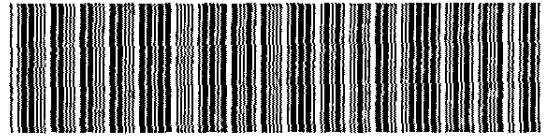
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G. Coulette JUN 08 2004

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*Amend + Restated*  
G. Coulette JUN 08 2004

Sumate Research  
 Requester's Name

\_\_\_\_\_  
 Address

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 City/State/Zip      656-5454      Phone #

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**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. Barry University Inc  
 (Corporation Name)      (Document #)
2. \_\_\_\_\_  
 (Corporation Name)      (Document #)
3. \_\_\_\_\_  
 (Corporation Name)      (Document #)
4. \_\_\_\_\_  
 (Corporation Name)      (Document #)

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**NEW FILINGS**

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

**AMENDMENTS**

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

**OTHER FILINGS**

- Annual Report
- Fictitious Name

**REGISTRATION/QUALIFICATION**

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

Examiner's Initials

**ARTICLES OF AMENDMENT AND RESTATEMENT TO  
AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
BARRY UNIVERSITY, INC.**

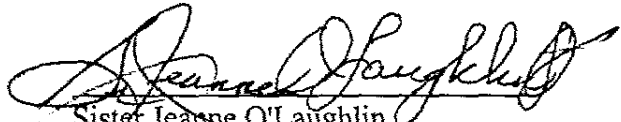
Pursuant to the provisions of section 617.1006, Florida Statutes, Barry University, Inc., a Florida nonprofit corporation (the "Corporation"), hereby amends and restates its Amended and Restated Articles of Incorporation (the "Amended and Restated Articles") by filing these articles of amendment and restatement as follows:

**FIRST:** Attached as Exhibit A are the Corporation's second amended and restated articles of incorporation (the "Second Amended and Restated Articles").

**SECOND:** The Second Amended and Restated Articles were duly adopted by the members who as of April 28, 2004 constituted the Board of Trustees of the Corporation and the number of votes cast was sufficient for approval.

**THIRD:** The effective date for this filing shall be July 1, 2004 for all purposes and as of July 1, 2004 the Corporation's Amended and Restated Articles are hereby superseded and replaced in their entirety by the Second Amended and Restated Articles.

The undersigned has executed, subscribed and acknowledged this filing on June 6, 2004.

  
Sister Jeanne O'Laughlin  
President, O.P., Ph. D.

FILED  
04 JUN -8 AM 10:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## Exhibit A

### **SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION OF BARRY UNIVERSITY, INC.**

Pursuant to the provisions of Section 617.1007, Florida Statutes, Barry University, Inc., a Florida nonprofit corporation (the "**Corporation**"), amends and restates in their entirety its Amended and Restated Articles of Incorporation as follows:

#### **ARTICLE I. NAME**

The name of the Corporation is Barry University, Inc.

#### **ARTICLE II. PURPOSES**

**Section 1.** The general purposes of the Corporation, which was founded as a Catholic institution of higher education, are to offer quality education, to assure a religious dimension, and to provide community service and presence within a more caring environment.

**Section 2.** The Corporation shall be operated exclusively for educational, charitable, spiritual, or scientific purpose within the meaning of Section 501(c) of the United States Internal Revenue Code of 1986, as amended from time to time and as supplemented by such pertinent regulations thereunder, as has or have been or hereafter may be promulgated ("**Code**").

**Section 3.** The mission of the Corporation shall be to remain an institution whose mission is congruent to the mission of its founder and sponsor, the Congregation of the Sisters of Saint Dominic, Congregation of the Most Holy Rosary, Adrian, Michigan (the "**Sponsoring Congregation**") and the goals and values of higher education.

#### **ARTICLE III. LIMITATIONS ON ACTIVITIES**

**Section 1.** No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any Trustee or Officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to the Corporation) and no Trustee or Officer of the Corporation or any other private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

**Section 2.** The corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3)

of the Code, or by an organization to which contributions are deductible under Section 170(c)(2) of the Code.

#### **ARTICLE IV. TERM OF EXISTENCE**

The Corporation shall have perpetual existence.

#### **ARTICLE V. MEMBERSHIP**

The Corporation shall have no Members.

#### **ARTICLE VI. BOARD OF TRUSTEES**

**Section 1.** The business affairs of this Corporation shall be managed by the Board of Trustees (the "**Board**") who shall be elected or appointed as set forth in the Bylaws. In addition to the approval of the Board, the following matters shall require the approval of the Sponsoring Congregation's Prioress and General Council or their designee:

- (a) Approval of any changes to the purposes and mission of the Corporation;
- (b) Approval of the slate of nominees for appointment to the President of the Corporation;
- (c) Approval of any amendments to the Articles or Bylaws of the Corporation that affect the powers or rights of the Sponsoring Congregation;
- (d) Approval of the nominees to the Board, and selecting those persons to be appointed as the Congregation Trustees;
- (e) Approval of the purchase, sale, lease or mortgage of real property of the Corporation in an amount set from time to time by the Sponsoring Congregation; and
- (f) Approval of the merger or dissolution of the Corporation and upon approval of the dissolution, the approval of the disposition of the assets of the Corporation as set forth in the Articles.

**Section 2.** The number of Trustees of the Corporation shall not be less than nine (9) nor more than fifty (50), of whom not less than five (5) shall be members of the Sponsoring Congregation (one of which shall be the Prioress of the Sponsoring Congregation or the Prioress' designee) and one (1) shall be the Ordinary of the Archdiocese of Miami, Florida, or his designee.

**ARTICLE VII.  
PRINCIPAL AND REGISTERED OFFICE AND  
REGISTERED AGENT**

**Section 1.** The Principal and Registered Office of this Corporation is 11300 N.E. Second Avenue, Miami, Florida 33161.

**Section 2.** The name of the Registered Agent of this Corporation located at the address of the Registered Office is Sister Linda Bevilacqua.

**ARTICLE VIII.  
DISSOLUTION**

Upon the dissolution of the Corporation, after paying or making provisions for the payment of all the liabilities of the Corporation, the Board shall, after approval from the Prioress and her Council, dispose of all of the assets of the Corporation to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes which, at the time of such disposition, qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, which may include the Sponsoring Congregation. Any assets not so disposed of shall be disposed of by a Court of competent jurisdiction exclusively for such purposes, or to such organization or organizations organized and operating exclusively for such purposes, as the Court shall determine.