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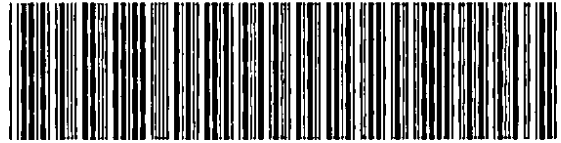
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BETHUNE-COOKMAN UNIVERSITY

Founded in 1904 by Dr. Mary McLeod Bethune

Valencia Gallon-Stubbs, Esquire
Acting General Counsel

OFFICE OF LEGAL AFFAIRS

Via Certified Mail, Return Receipt Requested:
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February 26, 2020

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe St., Suite 810
Tallahassee, Florida 32303

Re: Bethune-Cookman University, Inc.; Document Number: 712633

Dear Sir/Madam,


Please find attached the executed "Amended and Restated Articles of Incorporation of Bethune-Cookman University, Inc." ("B-CU"), along with payment in the amount of \$43.75, representing the filing fee and cost for a certified copy. Pursuant to Sections 617.1002, 617.1006 and 617.1007, Florida Statutes, the enclosed Amended and Restated Articles of Incorporation were duly adopted by members of B-CU's Board of Trustees on February 10, 2020, and the number of votes cast was sufficient for approval. Several articles were amended as referenced on page 1, along with Board of Trustees roster update and Registered Agent.

The certified copy of the filed Amended and Restated Articles of Incorporation may be provided to the undersigned at the following address:

Valencia Gallon-Stubbs, Esquire
Office of Legal Affairs
640 Dr. Mary McLeod Bethune Blvd.
Daytona Beach, Florida 32114

Should you have any questions regarding the foregoing, please do not hesitate to contact me at (386) 481-2035.

Sincerely,


Valencia Gallon-Stubb
Acting General Counsel

cc: Dr. E. LaBrent Chrite, President
Belvin Perry, Jr., Esquire, Chairman

Enclosures:

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
BETHUNE-COOKMAN UNIVERSITY, INC.**

Pursuant to Sections 617.1002, 617.1006 and 617.1007, Florida Statutes, the following Amended and Restated Articles of Incorporation of Bethune-Cookman University, Inc., were duly adopted by members of the Board of Trustees of the corporation on February 10, 2020, and the number of votes cast was sufficient for approval. These Amended and Restated Articles of Incorporation amend and restate the Amended and Restated Articles of Incorporation of Bethune-Cookman College, Inc., filed with the Florida Department of State, Division of Corporations on February 10, 2003, and the Articles of Amendment to Articles of Incorporation of Bethune-Cookman College, Inc. (amending corporate name to "Bethune-Cookman University, Inc."), filed with the Florida Department of State, Division of Corporations on April 9, 2007, except that Article VIII, Dissolution, has been amended to reflect the distribution of properties, assets and recipients; Article III Membership has been amended to reflect Board responsibilities; Article V has been amended to reflect Board composition requirements, the nomination and election process for Board vacancies and term renewals, officers of the Board and the annual meeting of the Board for officer nominations and elections as determined by the Bylaws; Article IX, Registered Office and Registered Agent Acknowledgement and Certificate Designating Registered Agent and Street Address for Service of Process, has been amended to show a change in the name of the Registered Agent and a change in the Board Secretary. There is no discrepancy between the Articles of Incorporation as amended, and the provisions of these Amended and Restated Articles of Incorporation

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CLERK OF THE CIRCUIT COURT
IN AND FOR THE COUNTY OF
DADE, FLORIDA

other than the inclusion of the amendments adopted as set forth above, and omission of matters of historical interest.

ARTICLE I THE CORPORATION

The name of this corporation shall be Bethune-Cookman University, Inc. This corporation shall be a not for profit corporation organized and operated under the Florida not-for profit Corporation Act and other applicable laws and statutes.

The principal office of this corporation shall be located in Daytona Beach, Volusia County, Florida and may have such other offices as the Board may determine from time to time.

ARTICLE II GENERAL MISSION AND PURPOSE OF THE CORPORATION

The University was established in 1904 through the efforts of its esteemed founder, Dr. Mary McLeod Bethune to serve and educate men and women.

The general mission and purpose of the corporation shall be:

- (A) To establish and maintain an institution for the moral, physical, spiritual, industrial and intellectual education and advances of mankind.
- (B) To establish, conduct, manage, or otherwise operate an institution of higher education, or other educational facilities of any nature for the moral, physical, spiritual, industrial and intellectual education and advancement of mankind.
- (C) To employ, contract for, and otherwise obtain the services of educators, administrators, research specialists, and other authorities in education and administration to engage in lectures, research, teaching, demonstrations, administration, or in any other endeavor related to the general mission and purpose of this corporation.

- (D) To grant loans and/or scholarship gifts and otherwise render assistance to students and educators engaging in endeavors related to the general mission and purpose of the corporation.
- (E) To construct, erect, build, maintain, manage and supervise libraries, classrooms, dormitories, athletic facilities, and other facilities for the furtherance of the general mission and purpose of the corporation.
- (F) To borrow money, to contract debts when necessary to the transactions of its business or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation; to issue, from time to time, bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness, secured or unsecured, payable at a specific time or times, or payable upon the happening of a specified event or events, for monies borrowed, or in payment for property acquired, or for the mission and purpose of the corporation.
- (G) To have one or more offices, and to conduct its business and promote its mission and purpose within and without the State of Florida, and other states, the District of Columbia, the territories and possessions and dependence of the United States, and in foreign countries, without restriction as to place and manner.
- (H) To acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses and other rights or interests thereunder or therein.
- (I) To sell, convey, mortgage, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property, rights, privileges, franchises, and other assets.

(J) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use employ, sell, mortgage, lend, pledge or otherwise dispose of all and otherwise use and deal in and with, shares and other interests, or obligations of, corporations, partnerships or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district, municipality, or of any instrumentality thereof.

(K) To purchase, take, receive, lease, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use or otherwise deal in and with real or personal property, or any interest therein, in its own right, as trustee, or in any other fiduciary capacity, wheresoever situated.

(L) To lend money for its corporate purposes, to invest and reinvest in funds and take and hold real and personal property as security for the payment of funds so loaned or invested.

(M) To make donations for the public welfare or for religious, charitable, scientific, educational or other similar purposes.

(N) To do all and everything necessary or appropriate for the accomplishment of its mission and purpose, the furtherance of any of the powers enumerated in these Amended and Restated Articles of Incorporation or any amendment thereof, or necessary or incidental to the protection and benefit of the corporation, as principal, agent, trustee, or otherwise.

The foregoing paragraph shall be construed as enumerating the mission, purpose and powers of the corporation, and it is hereby expressly provided that the

foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

This corporation is not organized for pecuniary profit nor does it have any power to issue certificates of stock or to declare dividends, and no part of its net earnings shall inure to the benefit of any member, director, trustee or individual. The balance, if any, of all money received by the corporation from its operations, after the payment of the corporation, of whatsoever, kind and nature, shall be used and distributed exclusively for educational purposes.

ARTICLE III MEMBERSHIP

The membership of the corporation shall consist of those persons who have manifested their fidelity to the mission and purpose of this corporation and is willing to make a significant contribution in furtherance of its activities. The said members shall comprise a Board of Trustees. A Trustee may serve no more than three (3) consecutive three (3) year-terms, not to exceed nine (9) years, consistent with the Bylaws in effect at the time. Then the Trustee must rotate off the Board for at least one year.

Moreover, there may be certain Trustees elected to the Board of Trustees for a term of two (2) years. Trustees elected for one two year term shall otherwise be governed by the provisions applicable to Trustees elected for terms of three (3) years, so long as the total time shall not exceed nine (9) years. The said Board of Trustees and their successors may remove any member of the Board as provided by the Bylaws of this corporation.

ARTICLE IV TERM OF EXISTENCE

The term for which this corporation shall have existence shall be perpetual.

ARTICLE V MANAGEMENT

The affairs of this corporation shall be managed by a Board of Trustees and governed by Chapter 617, Florida Statutes. The said Board of Trustees shall consist of not less than five (5) nor more than twenty-one (21) members, plus ex-officio members. All vacancies on the said Board of Trustees shall be filled upon nomination by the Nominations and Board of Governance Committee and election by the full Board of Trustees. The Officers of the Board of Trustees shall consist of a Chairperson, Vice Chairperson, Secretary, Chaplain and Parliamentarian to be elected by a majority vote of the members present, provided that a quorum is present at the Annual Meeting as determined by the Bylaws. Not less than fifty percent (50%) of the Board membership plus one (1) additional member shall constitute a quorum.

The names and addresses of the Board of Trustees are as follows:

BOARD OF TRUSTEES ROSTER BETHUNE-COOKMAN UNIVERSITY, INC. Updated: February 10, 2020

Belvin Perry, Jr., Esquire
Chairperson of the Board of Trustees
Bethune-Cookman University, Inc.
640 Dr. Mary McLeod Bethune Blvd.
Daytona Beach, Florida 32114

Jennifer L. Adams
Secretary of the Board of Trustees
Bethune-Cookman University, Inc.
640 Dr. Mary McLeod Bethune Blvd.
Daytona Beach, Florida 32114

Joyours "Pete" Gamble
Bethune-Cookman University, Inc.
640 Dr. Mary McLeod Bethune Blvd.
Daytona Beach, Florida 32114

ARTICLE VI BYLAWS

The Bylaws of this corporation shall be made, adopted, amended, altered and repealed by a two-thirds of the membership present, provided that there is a quorum in accordance with Section 617.0824, Florida Statutes. The Bylaws may contain any provision for the regulation and management of the affairs of the corporation not inconsistent with federal, state or local law or these Amended and Restated Articles of Incorporation.

ARTICLE VII AMENDMENT TO THE ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended by a proposal of the Board of Trustees adopted by the majority of such Trustees and approved by a two-thirds vote of the membership present at any meeting at which there is a quorum in accordance with Section 617.0824, Florida Statutes.

ARTICLE VIII DISSOLUTION

This corporation may be dissolved in accordance with Chapter 617 of the Florida Statutes. In the event of dissolution of the corporation, or in the event it shall cease to carry out the mission and purpose herein set forth, all the properties and assets of the corporation shall

be distributed to such non-profit educational and charitable organizations as may be selected by the Board of Trustees of the corporation, so that the properties and assets of the corporation shall, in that event, be used for and devoted to the purposes of the moral, physical, spiritual, industrial, intellectual education and advancement of mankind; and in no event shall any of the properties or assets of this corporation, or the proceeds of any of said properties or assets, be distributed or inure to the benefit of any member, Trustee, or individual. In the event that, upon dissolution, the Board of Trustees of the corporation is unable to agree upon the manner of distribution, or the organization to receive the properties and assets of the corporation, the residual properties and assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding sections of any future federal, state or local law. Such properties and assets are to be used for educational purposes as promoted by Bethune-Cookman University, Inc. or as may be determined by a circuit court of competent jurisdiction in and for Volusia County, in accordance with federal, state or local law.

ARTICLE IX REGISTERED OFFICE AND REGISTERED AGENT

Pursuant to Section 617.0501, Florida Statutes, the principal office of the corporation shall be in Volusia County, Florida and the address of the corporation is: Office of Legal Affairs, 640 Dr. Mary McLeod Bethune Boulevard, Daytona Beach, Florida 32114. The name of the Registered Agent of the corporation at such address is: Valencia Gallon-Stubbs, Acting General Counsel.

Such change in Registered Agent was authorized by Resolution duly adopted by the

Board of Trustees on February 10, 2020, per Section 617.0502, Florida Statutes.

IN WITNESS WHEREOF, the undersigned Chairperson of the Board of Trustees and Secretary have executed these Amended and Restated Articles of Incorporation this 21st day of February, 2020.

BETHUNE-COOKMAN UNIVERSITY, INC.

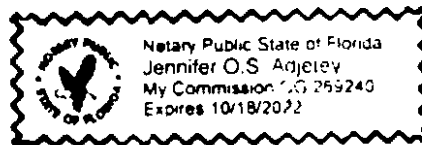
By: Belvin Perry, Jr.
Belvin Perry, Jr., Esquire
Chairperson, Board of Trustees

Attest: Jennifer L. Adams
Jennifer L. Adams, Secretary

ACKNOWLEDGEMENT

The foregoing instrument was acknowledged before me this 21st day of February, 2020, by Belvin Perry, Jr., Esquire and Jennifer L. Adams, Board of Trustees Chairperson and Secretary, respectively, of Bethune-Cookman University, Inc., a Florida not-for-profit corporation, on behalf of the corporation.

[Signature]
Notary:

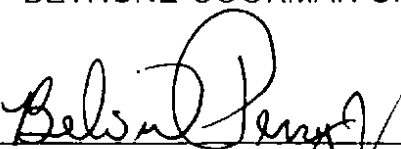


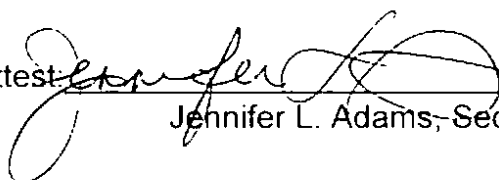
CERTIFICATE DESIGNATING REGISTERED AGENT AND STREET ADDRESS FOR SERVICE OF PROCESS

Pursuant to Sections 617.0501 and 617.0502, Florida Statutes, Bethune-Cookman University, Inc., hereby designates Valencia Gallon-Stubbs, Acting General Counsel,

Office of Legal Affairs, 640 Dr. Mary McLeod Bethune Boulevard, Daytona Beach, Florida 32114, as its Registered Agent and the street address of its registered office, respectively, for service of process within the State of Florida in accordance with Chapters 48 and 49, Florida Statutes.

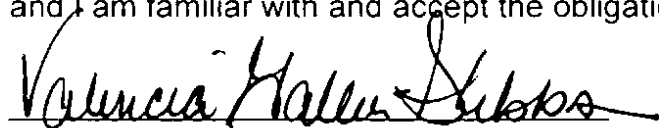
BETHUNE-COOKMAN UNIVERSITY, INC.

By: 
Belvin Perry, Jr., Esquire
Chairperson, Board of Trustees

Attest: 
Jennifer L. Adams, Secretary

ACCEPTANCE OF DESIGNATION

I hereby accept the foregoing designation as Registered Agent of Bethune-Cookman University, Inc., and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as Registered Agent.


Signature of Registered Agent
Printed Name: Valencia Gallon-Stubbs, Esq.
Title: Acting General Counsel

