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Division of Corporations

GREENBERG TRAURIG

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SEMINOLE COMMUNITY COLLEGE FOUNDATION, INC.

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TALLAHASSEE FLORIDA
Amended
Restated
3/21/2006

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**AMENDED & RESTATED
ARTICLES OF INCORPORATION
OF
SEMINOLE COMMUNITY COLLEGE FOUNDATION, INC.**

FILED
06 MAR 21 AM 9:04
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Matt Hodge, being the President of **SEMINOLE COMMUNITY COLLEGE FOUNDATION, INC.**, a Florida not for profit corporation (the "Corporation"), hereby certifies that:

1. The name of the Corporation is **SEMINOLE COMMUNITY COLLEGE FOUNDATION, INC.** The Corporation was incorporated on September 24, 1968.

2. The Corporation's Articles of Incorporation were amended on August 18, 1969 and again on September 1, 1983.

3. These Amended and Restated Articles of Incorporation restate and integrate and amend the provisions of the Corporation's Articles of Incorporation, as it has been previously amended from time to time.

4. The terms and provisions of these Amended and Restated Articles of Incorporation were adopted by the directors of the Corporation pursuant to a special meeting of directors on March 10, 2006. Member approval was obtained at a special meeting of the members on March 10, 2006.

5. Pursuant to Section 617.1002 and Section 617.1007, of the Florida Business Corporation Act, the text of the Articles of Incorporation of the Corporation, is hereby amended and restated to read in its entirety as follows:

ARTICLE I. NAME

The name of this corporation is: **SEMINOLE COMMUNITY COLLEGE FOUNDATION, INC.** (previously defined as the "Corporation").

ARTICLE II. LOCATION AND PRINCIPAL OFFICE

The location of this Corporation shall be in Seminole County, Florida and the initial principal office address shall be 100 Weldon Boulevard, Sanford, Florida 32773-6199.

ARTICLE III. PURPOSE

1. The purpose for which this Corporation is organized is to receive, hold, invest and administer property and to make expenditures to, or for the benefit of, Seminole Community College. In furtherance of this purpose, the Corporation shall:

a. Encourage, solicit, receive, hold and administer gifts and bequests of property and funds for scientific, educational and charitable purposes, all for the advancement of the Seminole Community College and its objectives; and to that end to take and hold, either absolutely or in trust for any of said purposes, funds and property of all kinds, subject only to any limitations or conditions imposed by law or the instrument under which received;

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b. Sell, lease, convey, and dispose of any such property and to invest and reinvest any proceeds and 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.

c. Promote and support education by providing (a) funds that are not provided from public sources for use in the furtherance of the education and welfare of the Seminole Community 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; (d) scholarships of all kinds without limitation; (e) funds to be used to promote and provide for all kinds of amateur activities such as athletics, games, contests, meets, exhibition and field sports at Seminole Community College, and at other places in the State of Florida, and in such other places in the United States and foreign countries as it may be to lawfully conduct the aforesaid activities.

d. Do and perform any acts and expend its funds in any manner that the Board (as hereinafter defined) shall determine will be beneficial to education and to the College.

e. Upon specific approval of the Board, 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.

2. All of the assets and income of the Corporation 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 Corporation 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 of the Corporation, the residual assets shall be distributed to the District Board of Trustees of Seminole Community College, or to a successor institution designated by the Florida Department of Education to be used for the benefit of college students and educational programs in Seminole County, or used for any other exempt purpose within the meaning of Internal Revenue Code s501(c)(3) or such corresponding Section of any future Federal tax code as amended.

3. This Corporation shall be authorized to exercise the powers permitted non-profit corporations under Chapter 617 of the Florida Statutes; provided, however, that this Corporation, in exercising any one or more of such powers shall do so in furtherance of the exempt purpose for which it has been organized as described in Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IV. MEMBERSHIP

The members of the Corporation shall be the directors hereof (the "Members"); and the Members shall be selected in accordance with the Bylaws.

ARTICLE V. EXISTENCE

The foundation shall have perpetual existence.

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ARTICLE VI. DIRECTORS

The business affairs of this Corporation shall be managed by the board of directors (the "**Board**"). The qualifications, terms of office, and manner of selection of directors shall be as set forth in the Bylaws. This Corporation shall have such number of directors as the Board shall, from time to time determine by resolution, but in no case shall the Corporation have less than three (3) directors.

ARTICLE VII. BYLAWS

1. The Board of directors of this Corporation shall adopt such Bylaws for the conduct of its business and the carrying out of its purposes, as they may deem necessary, from time to time.

2. Upon proper notice, the Bylaws may be amended, altered or rescinded in accordance with the provisions set forth in the Bylaws.

ARTICLE VIII. AMENDMENTS TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended at any regular meeting or special meeting of the Board called for that purpose by two-thirds ($\frac{2}{3}$) of vote of all the directors eligible to vote.

ARTICLE IX. INDEMNIFICATION

1. To the extent permissible under applicable law, but subject nevertheless to sections (2) and (3) of Article IX of these Articles of Incorporation, every director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him or her in connection with any proceeding or any settlement thereof, to which he or she may be a party, or in which he or she may become involved, by reason of being or having been a director or officer at the time such expenses were incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement, the aforesaid right of indemnification shall apply only when the Board approves such settlement and reimbursement as being in the best interests of the Corporation.

2. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which such director or officer may be entitled under applicable law.

3. The Board may purchase liability insurance to insure all directors or officers, past or present, against all expenses and liabilities as set forth above. The premiums for such insurance shall be paid by the Corporation.

ARTICLE X. RESIDENT AGENT

The resident Agent of this Corporation, and his address is as follows: Matthew M. Hodge, 100Weldon Boulevard, Sanford, Florida 32773.

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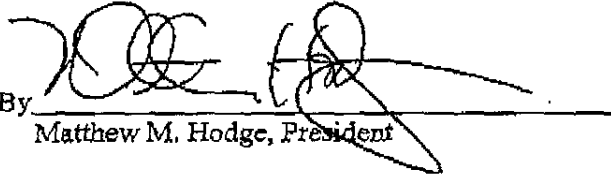
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IN WITNESS WHEREOF, said corporation has caused this Certificate to be signed in its name by its President and its corporate seal to be hereunto affixed and attested by its Secretary this 20 day of March, 2006.

**SEMINOLE COMMUNITY COLLEGE
FOUNDATION, INC.**, a Florida non-profit
corporation

By 
Matthew M. Hodge, President

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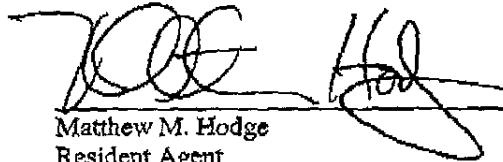
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ACCEPTANCE OF DESIGNATION AS RESIDENT AGENT

The undersigned, having been named to accept service of process for SEMINOLE COMMUNITY COLLEGE FOUNDATION, INC., at the place designated in the Amended & Restated Articles of Incorporation of said Corporation, hereby agrees to act in this capacity, and agrees to comply with the provisions of said Act relative to keeping open said office.


Matthew M. Hodge
Resident Agent