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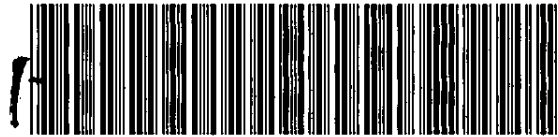
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2009 NOV -4 A 9 42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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11-6-09

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: St. Johns River Community College Foundation, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Caroline D. Tingle
Name (Printed or typed)

5001 St. Johns Ave.
Address

Palatka FL 32177
City, State & Zip

386 312-4100
Daytime Telephone number

cdrounetingle@sjrcc.edu
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

The Articles of Incorporation
of
St. Johns River Community College Foundation, Inc.
AS AMENDED AND RESTATED

FILED
2008 NOV -11 A 9:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Preamble

These are the Articles of Incorporation of St. Johns River Community College Foundation, Inc., a corporation not for profit under the laws of the State of Florida.

Article I

The name of this corporation is St. Johns River Community College Foundation, Inc. (hereinafter called the Foundation)

Article II

The address of the principal place of business of the Foundation shall be at:

St. Johns River Community College
5001 St. Johns Avenue
Palatka, Florida 32177

However, the Foundation may meet and conduct its business at other locations in or out of the State of Florida, and the principal place of business may be changed from time to time by the Board of Directors as provided in the bylaws or by other action of the Board of Directors.

The resident agent and address for the Foundation is:

Caroline D. Tingle
St. Johns River Community College
5001 St. Johns Avenue
Palatka, Florida 32177

Article III

The general nature of the objects of the Foundation and the purpose for which this corporation is organized are as follows:

- A. To encourage, solicit, receive and administer gifts and bequests of property and funds for educational, scientific and charitable purposes, all for the advancement of St. Johns River 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; to sell, lease, convey and dispose of any such property, to invest and reinvest any proceeds and other funds, and to deal with and expend the principal and income for any of said purposes; 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;
- B. 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. In the event of dissolution or other termination of the Foundation, title to all its real and personal property and other assets whatsoever shall vest in the District Board of Trustees of the St. Johns River Community College, or its successor, to be used exclusively for the purposes hereinabove set out;
- C. The Foundation shall have its powers authorized under Chapter 617 and 1004, Florida Statutes, as it may subsequently be amended;
- D. The Foundation in exercising any one or more such powers shall do so in the furtherance of the exempt purpose for which it has been organized as described in the Internal Revenue Code of the United States.

Article IV

Section 1. Board of Directors

The affairs of the Foundation shall be managed by a Board of Directors of not less than twenty-two (22) members. Their number, qualification, terms of office and manner of selection shall be fixed in the Bylaws. The Chairman of the St. Johns River Community College District Board of Trustees shall appoint a representative to the Board of Directors and the Executive Committee. The President of St. Johns River Community College, or the President's designee, shall also serve on the Board of Directors and the Executive Committee (Chapter 1004, Florida Statute).

Section 2. Executive Committee

The Board of Directors may, by bylaws, provide for the election of an executive committee of not less than six members of the Board of Directors and may authorize such committee to exercise all or part of the powers and authority of the Board of Directors. If an executive committee is established, the president, vice president, and secretary shall all be members of the executive committee.

Section 3. Officers

The officers of the Foundation shall be a president, vice president, secretary and treasurer. All officers shall be elected by the Board of Directors. The office of secretary and treasurer may be held by the same person. The Board of Directors may create additional offices, prescribe the duties thereof and elect persons to fill such offices. The duties and responsibilities of all officers shall be prescribed and published in the Bylaws.

Article V

These amended Articles of Incorporation may be revised at any annual meeting, or at any special meeting called for that purpose, by a two-thirds vote of the members of the Board of Directors in attendance, with a quorum being present. Any amendment shall be effective upon filing the same with the Department of State of the State of Florida or as provided by law.

Article VI


The Bylaws of the Foundation are to be made, altered or rescinded by the Board of Directors in the manner set forth in the Bylaws.

These amended and restated Articles of Incorporation were adopted by a two-thirds vote of the members of the Board of Directors in attendance, a quorum being present at the annual meeting on October 22, 2009. The amended and restated Articles of Incorporation do not require approval of members.

IN WITNESS WHEREOF, the undersigned president and secretary, do make and file these amended and restated Articles of Incorporation of the St. Johns River Community College Foundation, Inc., a corporation not-for-profit, formed pursuant to Chapter 617, Florida Statutes, by declaring and certifying that the facts herein stated are true. Accordingly, we have hereto set our hands and seals this October 22, 2009.

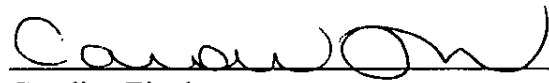


L. Wayne McClain
Foundation President



Joe H. Pickens
Foundation Director
St. Johns River Community College President

Having been named as registered agent to accept service of process for the above state 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.



Caroline Tingle
Foundation Secretary/Treasurer
St. Johns River Community College Vice President for Development and External Affairs