

718544

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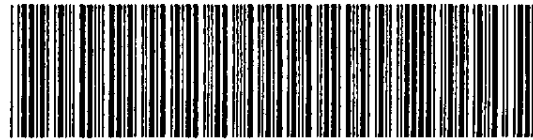
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Amended & Restated
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SR
2/10/11

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: St. Johns River Community College Foundation, Inc.

DOCUMENT NUMBER: 718544

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Caroline D. Tingle

(Name of Contact Person)

St. Johns River State College

(Firm/ Company)

5001 St. Johns Ave.

(Address)

Palatka, Florida 32177

(City/ State and Zip Code)

carolinetingle@sjrstate.edu

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Caroline D. Tingle

(Name of Contact Person)

at (386) 312-4100

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☒ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

FILED

2011 FEB -8 PM 4:21

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Preamble

These are the Articles of Incorporation of the St. Johns River State 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 State 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 State 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 State 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 State 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 State 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 State College District Board of Trustees shall appoint a representative to the Board of Directors and the Executive Committee. The President of St. Johns River State 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

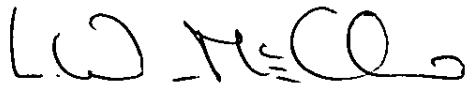
These amended Articles of Incorporation may be revised at any quarterly meeting, or at any special meeting called for that purpose, by a two-thirds vote of the members of the Board of Directors in attendance, with a quorum being present. Any amendment shall be effective upon filing the same with the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

Article VI

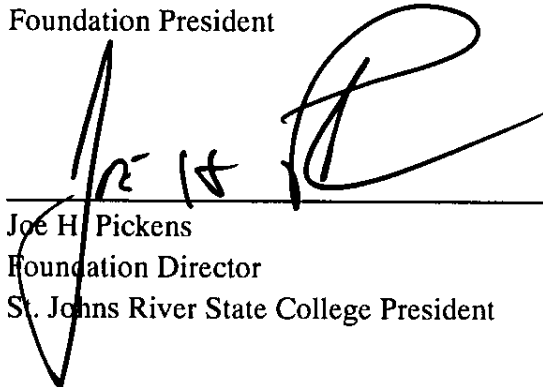
The Bylaws of the Foundation are to be made, altered or rescinded by the Board of Directors in the manner set forth in the Bylaws.

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 meeting on January 27, 2011.

IN WITNESS WHEREOF, the undersigned president and secretary, do make and file these amended and restated Articles of Incorporation of the St. Johns River State 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 January 27, 2011.



L. Wayne McClain
Foundation President



Joe H. Pickens
Foundation Director
St. Johns River State 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 State College Vice President for Development and External Affairs

Articles of Amendment
to
Articles of Incorporation
of

St. Johns River Community College Foundation, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

718544

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

St. Johns River State College Foundation, Inc.

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

(Principal office address **MUST BE A STREET ADDRESS**)

C. Enter new mailing address, if applicable:

(Mailing address **MAY BE A POST OFFICE BOX**)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

New Registered Office Address:

(Florida street address)

_____, Florida
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

(Attach additional sheets, if necessary)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove

(attach additional sheets, if necessary). (Be specific)

This image shows a single sheet of white paper with horizontal ruling lines. The lines are evenly spaced and run across the width of the page. There are no margins, text, or other markings on the paper.

The date of each amendment(s) adoption: 1/27/2011

(date of adoption is required)

Effective date if applicable: 1/27/2011

(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- ☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 1/27/2011

Signature L. Wayne McClain

(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

L. Wayne McClain

(Typed or printed name of person signing)

St. Johns River State College Foundation, Inc. President

(Title of person signing)