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(Requestor's Name)

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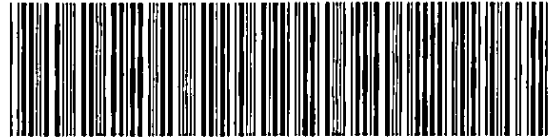
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RECEIVED  
JUN 17 4:09

FILED  
JUN 17 AM 9:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

JUN 18 2019  
S. YOUNG

# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Florida Southern College

Signature \_\_\_\_\_

Requested by: Seth

06/17/19

Name

Date

Time

Walk-In

Will Pick Up

☒ Art of Inc. File \_\_\_\_\_

\_\_\_\_ LTD Partnership File \_\_\_\_\_

\_\_\_\_ Foreign Corp. File \_\_\_\_\_

\_\_\_\_ L.C. File \_\_\_\_\_

\_\_\_\_ Fictitious Name File \_\_\_\_\_

\_\_\_\_ Trade/Service Mark \_\_\_\_\_

\_\_\_\_ Merger File \_\_\_\_\_

☒ Art. of Amend. File \_\_\_\_\_

\_\_\_\_ RA Resignation \_\_\_\_\_

\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_

\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_

\_\_\_\_ Cert. Copy \_\_\_\_\_

\_\_\_\_ Photo Copy \_\_\_\_\_

\_\_\_\_ Certificate of Good Standing \_\_\_\_\_

\_\_\_\_ Certificate of Status \_\_\_\_\_

\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_

\_\_\_\_ Corp Record Search \_\_\_\_\_

\_\_\_\_ Officer Search \_\_\_\_\_

\_\_\_\_ Fictitious Search \_\_\_\_\_

\_\_\_\_ Fictitious Owner Search \_\_\_\_\_

\_\_\_\_ Vehicle Search \_\_\_\_\_

\_\_\_\_ Driving Record \_\_\_\_\_

\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_

\_\_\_\_ UCC 11 Search \_\_\_\_\_

\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_

\_\_\_\_ Courier \_\_\_\_\_

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
FLORIDA SOUTHERN COLLEGE**

FILED  
19 JUN 17 AM 9:34  
SECRETARY  
TALLAHASSEE, FLORIDA

The undersigned Chairman of the Board of Trustees of Florida Southern College hereby executes these Amended and Restated Articles of Incorporation of Florida Southern College, which were adopted by the unanimous vote of the Board of Trustees of Florida Southern College on February 15, 2019, and which were approved by the Florida Annual Conference of the Southeastern Jurisdiction of The United Methodist Church on June 5, 2019.

**ARTICLE I  
NAME AND ADDRESS OF THE CORPORATION**

The name of the corporation is Florida Southern College (the "College") and the street address and mailing address of its principal office is 111 Lake Hollingsworth Drive, Lakeland, Florida 33801.

**ARTICLE II  
PERSON EXECUTING ARTICLES & REGISTERED AGENT**

The name and address of the person executing these Amended and Restated Articles of Incorporation is:

Robert L. Fryer, Jr.  
Chairman, Board of Trustees  
111 Lake Hollingsworth Drive  
Lakeland, Florida 33801

The Registered Office of the College is 225 East Lemon Street, Suite 300, Lakeland, Florida 33801 and the Registered Agent at said Registered Office is Robert E. Puterbaugh.

**ARTICLE III  
PURPOSES**

The College was chartered originally and shall continue to exist for the purposes of encouraging and promoting, in affiliation with the Florida Conference of the Southeastern Jurisdiction of the United Methodist Church, the cause of Christian education generally, and to extend the influence of education, science, art and Christian culture. As such, the College is organized as a Florida not for Profit Corporation under the Florida Not For Profit Corporation Act, on a non-stock basis, for the following charitable, educational and scientific purposes:

- a. To own, manage, control, operate, and govern educational institutions and related support facilities;

- b. To own, manage, control, operate, and govern museums and museum institutions and related support facilities;
- c. To own, manage, control, operate, and govern scientific institutions and support facilities;
- d. To own and purchase real property for purposes related to the activities of the College;
- e. To solicit and receive funds, gifts, endowments, donations, devises and bequests;
- f. To participate in, form, own and operate joint ventures, partnerships, corporations, or other entities, whether or not any such entity is for profit or not for profit, so long as the College's participation therein is primarily in furtherance of the charitable, educational, research, scientific, and academic purposes for which the College is organized;
- g. To conduct any other activities common or reasonably related to an educational institution, a museum or a scientific institution; and
- h. To exercise, without limitation, all the powers enumerated and permitted under the Florida Not For Profit Corporation Act, as said Act now exists or is subsequently amended or superseded, and to do and perform such acts as shall be desirable and necessary in furtherance of any of the powers and purposes set forth herein.

The College is organized exclusively for charitable, educational and scientific purposes as a not for profit corporation, within the meaning of Section 501(c)(3) of the Internal Revenue Code, and its activities shall always be conducted in compliance with the laws and regulations applicable to a Section 501(c)(3) organization and the laws and regulations of the United States and the State of Florida.

#### **ARTICLE IV MEMBERSHIP**

The sole Members of the College shall be the individual voting members of the Board of Trustees of the College. Membership in the College is not transferable or assignable and all Trustees of the College shall be elected by the Florida Annual Conference of the Southeastern Jurisdiction of the United Methodist Church from nominations made by the Board of Trustees of the College.

#### **ARTICLE V TRUSTEES & OFFICERS OF THE BOARD**

The property, affairs, business and operation of the College shall be managed by the Board of Trustees of the College which shall carry out the purposes of the College in compliance with these Articles of Incorporation and the Bylaws of the College. The number of Trustees may be either increased or diminished from time to time as set forth in the Bylaws but shall never be more than thirty-seven (37) nor less than fifteen (15).

The Bishop of The United Methodist Church, whose area is included in the Florida Conference of the Southeastern Jurisdiction of The United Methodist Church (the "Conference"), the Lay Leader of the Conference, and the President of the College Alumni Association shall be ex-officio members of the Board of Trustees, with the right to attend and participate in all meetings of the Board of Trustees of the College and to serve on any Committee of the Board of Trustees (if appointed to such Committee pursuant to the

Bylaws) and to vote on all matters brought before the Board of Trustees or a Committee on which they serve.

The term of office of each Trustee, the criteria for service as a Trustee and all other provisions related to Trustees, not inconsistent with these Articles of Incorporation, shall be as set forth in the Bylaws of the College.

There shall be a Chairman of the Board of Trustees, a Vice Chairman, a Secretary, an Assistant Secretary and a Treasurer of the Board. The term of said officers of the Board and their manner of election shall be set forth in the Bylaws of the College.

#### **ARTICLE VI OFFICERS OF THE COLLEGE**

The principal officer of the College shall be the President of the College and shall be selected by and report to the Board of Trustees. All other officers of the College shall be selected by the President of the College and shall report to the President.

The duties and responsibilities of the President and other officers of the College shall be as set forth in the Bylaws of the College.

#### **ARTICLE VII AMENDMENTS**

The Board of Trustees shall have the right to amend these Articles of Incorporation subject to the approval of the Conference. Any amendment proposed by the Board of Trustees shall be proposed by an affirmative vote of two-thirds (2/3) of the voting members present at a meeting of the Board of Trustees, upon which said proposed amendment is to be considered, provided a copy of the proposed amendment shall have been submitted in writing to each Trustee at least seven (7) days before the meeting at which a vote upon such proposed amendment is to be taken. If the proposed amendment passes, the Board of Trustees shall submit said amendment to the Conference for approval.

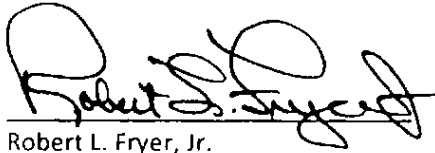
#### **ARTICLE VIII DISSOLUTION OR FINAL LIQUIDATION**

In the event the College is dissolved as a corporation and ceases its operation or is finally liquidated, all of the College's assets remaining after the payment of all debts of the College and the payment of all costs and expenses of said dissolution shall be distributed to the Conference to be used exclusively for charitable purposes.

#### **CERTIFICATION**

I, the undersigned Chairman of the Board of Trustees of Florida Southern College, do hereby execute these Amended and Restated Articles of Incorporation of Florida Southern College pursuant to the provisions of the Florida Not For Profit Corporation Act and state that said Amendment and Restatement of the Articles of Incorporation were duly adopted by the Board of Trustees of Florida Southern College on

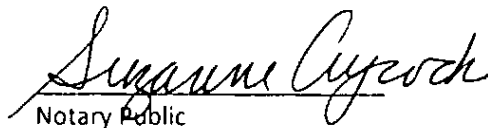
February 15, 2019 and were subsequently approved by the Florida Annual Conference of the Southeastern Jurisdiction of The United Methodist Church on June 5, 2019. I further state that I have accordingly signed these Amended and Restated Articles of Incorporation at Lakeland, Florida, this 13<sup>th</sup> day of June, 2019.



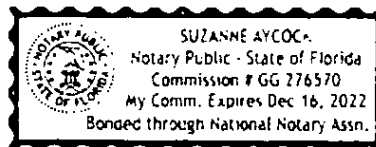
Robert L. Fryer, Jr.  
Chairman  
Board of Trustees  
Florida Southern College

STATE OF Florida  
COUNTY OF Polk

The foregoing Amended and Restated Articles of Incorporation were acknowledge before me this 13<sup>th</sup> day of June, 2019, by Robert L. Fryer, Jr., Chairman of the Board of Trustees of Florida Southern College, who is personally known to me and who did take an oath.



Notary Public



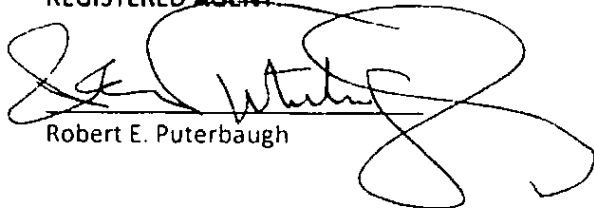
SEAL

#### ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent of Florida Southern College and to accept service of process for Florida Southern College, at the place designated as the Registered Office, I hereby accept the appointment as Registered Agent and agree to act in that capacity. I further agree to comply with the provisions of all statutes and laws relating to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of my position as Registered Agent.

Dated this 13<sup>th</sup> day of June, 2019

REGISTERED AGENT:



Robert E. Puterbaugh