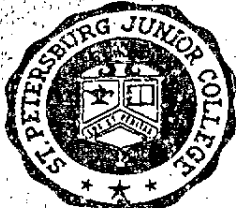


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Articles of Incorporation
Filed 11-2-79

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ST. PETERSBURG JUNIOR COLLEGE
SERVING ALL OF PINELLAS COUNTY

GENERAL COUNSEL
District Board of Trustees

October 25, 1979

Secretary of State
State of Florida
The Capitol
Tallahassee, Florida 32304

In re: ARTICLES OF INCORPORATION OF
THE ST. PETERSBURG JUNIOR COLLEGE
DEVELOPMENT FOUNDATION

Dear Sir:

Enclosed are two executed copies of the above-described Articles of Incorporation.

Also enclosed is our trust check in the amount of \$38.00 to cover the filing fee of \$30.00, certified copy at \$5.00 and Designation of Resident Agent at \$3.00.

Please return the certified copy to this office.

Very truly yours,

Edward A. Turville
Edward A. Turville

EAT:fds
Encl.

NON-PROFIT CORP.

FILING _____ \$30
C. COPY _____ \$5
R. AGENT _____ \$3
TOTAL _____ \$38
BALANCE DUE \$ _____
REFUND \$ _____

DISTRICT OFFICE
8520 66th STREET NORTH
PINELLAS PARK

CLEARWATER CAMPUS
2455 CREW STREET
CLEARWATER

ST. PETERSBURG CAMPUS
6023 5th AVENUE NORTH
ST. PETERSBURG

TARPON SPRINGS CENTER
800 KLOSTERMAN RD.
TARPON SPRINGS

AN EQUAL ACCESS / EQUAL OPPORTUNITY INSTITUTION

0969 11/08/79 749635
006 22 30.00 DS
0969 11/08/79
006 26 5.00 DS
0969 11/08/79
006 Mailing Address: Suite 404 Florida National Bank Building 10 DS
700 Central Avenue
St. Petersburg, Florida 33701

(813) 822-4785

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REVENUE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H-15374

FILED

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NOV 2 3 00 PM '79

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

THE ST. PETERSBURG JUNIOR COLLEGE
DEVELOPMENT FOUNDATION

The undersigned hereby associate themselves to form a corporation for scientific, educational and charitable purposes under the provisions of Chapter 617 of the Florida Statutes, and for these purposes they adopt the following Articles of Incorporation.

ARTICLE I

CORPORATE NAME AND DURATION

1. The name of the corporation shall be THE ST. PETERSBURG JUNIOR COLLEGE DEVELOPMENT FOUNDATION, INC., by which name it may sue and be sued, contract and be contracted with, and employ a corporate seal.

2. The corporate existence of this corporation shall begin on the date the certificate of incorporation is issued by the Secretary of State of Florida and shall continue perpetually thereafter unless dissolved as provided by law.

3. The principal office and place of business of the corporation shall be located at 8580 66th Street North, in the City of Pinellas Park, Pinellas County, Florida, although the corporation may maintain offices elsewhere.

ARTICLE II

OBJECT

The general nature of the object of the Foundation is to provide charitable and educational aid in the form of money, and other forms of property and services to the District Board of Trustees of St. Petersburg Junior College, Florida, its successors and assigns, and persons, associations and corporations associated therewith; to promote education and other related activities of the said College; to encourage research, learning and dissemination of information in which the said College is carrying on activities.

ARTICLE III

POWERS

1. To solicit, receive, and hold by gift, bequest, devise, grant, and to acquire by purchase, lease, exchange or otherwise, property, both real and personal, either as absolute owner or as trustee thereof, and to manage and administer the same.
2. To act and perform the duties of trustee or to act in any other fiduciary capacity under any deed or trust, will, codicil, agreement, whether oral or written, or other instrument incidental to and for the purpose of carrying out any lawful purpose of the foundation and to obligate itself to perform and execute any and all such conditions or trusts.
3. To make contributions, grants, gifts, and transfers of property, both real and personal, either outright or in trust, to or for the benefit of the St. Petersburg Junior College, or to or for the benefit of other organizations identified and associated with the St. Petersburg Junior College which are tax exempt organizations under the provisions of Section 501 (c) (3) of the Internal Revenue Code of the United States of America, or acts amendatory thereof or supplementary thereto.
4. In general to do and perform all things necessary and to have all powers necessary and provided under Chapter 617 of the Florida Statutes, needful or desirable to encourage, promote and provide with funds obtained as opportunities for the St. Petersburg Junior College to serve the community college needs of citizens residing primarily in Pinellas County. The Board of Directors of the Foundation shall have full power to modify the conditions and regulations under which any funds received shall be spent, so as to secure the application of the funds in the best manner adapted to the conditions of the time and to the needs of the St. Petersburg Junior College, provided however, that the transactions of the corporation shall at all times be related to the general purposes included in previous sections.
5. No substantial part of the activities of this corporation

A-1534

shall be for carrying on propaganda, or otherwise attempting to influence legislation; nor shall the corporation participate in, or intervene in, including the publishing or distribution of statements, any political campaign on behalf of any candidate for public office, nor shall this corporation engage in any transactions, accumulations of funds, or any other activities prohibited to tax-exempt charitable, scientific and educational organizations at that time by the internal revenue laws and other laws of the United States of America, or any laws of the State of Florida or any other state or country where such activities of this corporation are conducted.

6. No part of the net earnings of this corporation shall inure to the benefit of any director, officer or private individual except as reasonable compensation for services rendered, goods received, and other property or valuable thing which may be acquired by the corporation for the accomplishment of its purposes. No dividend shall ever be declared or paid by this corporation.

ARTICLE IV

MEMBERS

The membership of the corporation shall be no less than three (3) nor more than thirty (30), and the original incorporators shall be the first members. Existing members may elect others members and may fill vacancies caused by deaths, resignations or other causes.

ARTICLE V

The names and places of residence of the subscribers and incorporators who are to serve as the initial directors are as follows:

Philip Benjamin	929 - 1st Avenue N. St. Petersburg, Florida
R. E. Harbaugh	6525 Cape Sable Way N.E. St. Petersburg, Florida
Carl M. Kuttler, Jr.	P. O. Box 13489 St. Petersburg, Florida

ARTICLE VI

The affairs and business of the corporation shall be conducted by a Board of Directors/ of the Foundation not less than three (3) members nor more than thirty (30) members, the exact number of which shall be fixed by the Board of Directors/ of the Foundation one of whom shall be elected President and another Vice-president. A secretary and a treasurer shall also be elected by the Board of Directors. The first Board of Directors/ of the Foundation shall be elected by the incorporators of the corporation at a meeting to be held in October of 1979, at such time and place and in such manner as may be directed by the Chairman and the temporary Board of Directors/ of the Foundation and annually thereafter in accordance with the provisions set out in the By-laws. In the event of a vacancy on the Board by reason of death, resignation, or termination, the Board shall be authorized to fill such vacancy.

ARTICLE VII

The names and members of the Board of Directors/ of the Foundation and of the officers of the corporation who shall manage the business of this corporation until the first election is held and the positions are filled are as follows:

Board of Directors

Chairman:	Philip Benjamin	929 - 1st. Avenue N. St. Petersburg, Florida P. O. Box 13489
Members:	Carl M. Kuttler, Jr.	St. Petersburg, Florida
	R. E. Harbaugh	6525 Cape Sable Way N.E. St. Petersburg, Florida

Officers

President:	Philip Benjamin
Vice-President:	Carl M. Kuttler, Jr.
Secretary:	R. E. Harbaugh
Treasurer:	Jerry H. Leonard

ARTICLE VIII

The By-laws of the corporation shall be made, altered or rescinded by a majority vote of the Board of Directors of the Foundation.

ARTICLE IX

These articles of incorporation can be amended by the directors at the regular annual meeting or at a special Board meeting called for that purpose. Such action shall be effected upon filing same with the Secretary of State of the State of Florida, or as otherwise provided by law.

ARTICLE X

INDEMNIFICATION OF DIRECTORS AND OFFICERS

Every person who is or has been a director or officer of this corporation shall be indemnified and held harmless by the corporation from and against all costs and expenses which may be imposed upon or reasonably incurred by him in connection with or arising out of any claim, action, suit or proceeding in which he may be involved by reason of his being or having been a director or officer of this corporation whether or not he continues to be a director or officer at the time such costs and expenses are imposed or incurred. As used herein, the term "costs and expenses" shall include, but shall not be limited to, attorney fees and amounts of judgments against and amounts paid to the corporation itself; provided, however, that no such director or officer shall be so indemnified: (1) with respect to any matter as to which such director or officer shall, in any such action, suit or proceeding be finally adjudged to be liable for actual misconduct in the performance of his duties as a director or officer and that the entire cost of such settlement will not substantially exceed the estimated cost of defending such claim, action, suit or proceeding to a final conclusion. The foregoing rights of indemnification shall not be exclusive of other rights to which any such director or officer may be entitled as a matter of law.

ARTICLE XI
CAPITAL STOCK

The Foundation shall have no capital stock, and no director or official shall have any right or title to any asset of the Foundation.

ARTICLE XII
EXEMPTION OF DIRECTORS AND OFFICERS FROM
PERSONAL LIABILITY

The private property of all directors and officers of this corporation shall be wholly exempt from liability for any and all debts, obligations and liabilities of this corporation.

ARTICLE XIII
DISSOLUTION

(1) The District Board of Trustees of the St. Petersburg Junior College shall have the irrevocable power and authority by majority vote at any regular called meeting of said Board to unilaterally cause the dissolution of this corporation in accordance with Section 617.05, Florida Statutes.

(2) Upon the dissolution of the Foundation, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to the Board of Trustees of the St. Petersburg Junior College for the exclusive use and benefit of St. Petersburg Junior College or any successor thereto which qualifies as a tax-exempt organization under the provisions of Section 501 (c) (3) of the Internal Revenue Code of the United States of America or acts amendatory thereof or supplementary thereto. Upon dissolution of the Foundation, none of the assets shall be distributed to any member, director or officer of the Foundation.

IN WITNESS WHEREOF, witness our hands this 24th day of
October, 1979.

Philip Benjamin
R. E. Harbaugh
Carl M. Kuttler

STATE OF FLORIDA
COUNTY OF PINELLAS

I hereby certify that on this day, before me, a Notary Public duly authorized to take acknowledgments, personally appeared PHILIP BENJAMIN, R. E. HARBAUGH, and CARL M. KUTTLER, JR. to me known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation and they acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and official seal this 24th day of
October, 1979.

Lucia West
Notary Public

My commission expires: Notary Public, State of Florida at Large
My Commission Expires June 28, 1983
Bonded by American Fire & Casualty Company

H-1534

CERTIFICATE DESIGNATING RESIDENT AGENT

OF


THE ST. PETERSBURG JUNIOR COLLEGE
DEVELOPMENT FOUNDATION

Pursuant to Chapter 617.023, Florida Statutes, The St. Petersburg Junior College Development Foundation, with its principal office at 8580 66th Street North, Pinellas Park, Florida, has named EDWARD A. TURVILLE, whose address is Suite 404, Florida National Bank Building, 700 Central Avenue, St. Petersburg, Florida 33701, as its agent to accept service of process within this State.

ACCEPTANCE OF APPOINTMENT AS RESIDENT AGENT

I, EDWARD A. TURVILLE, having been named to accept service of process for the above-named Foundation at the place designated in this Certificate, hereby accept said appointment as Resident Agent and agree to comply with the provisions of said act relative to keeping said office open.

DATED this 25th day of October, A. D. 1979.


EDWARD A. TURVILLE
Resident Agent