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(Requestor's Name)

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(City/State/Zip/Phone #)

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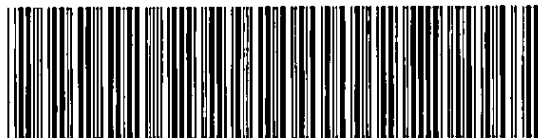
(Business Entity Name)

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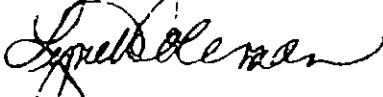
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195
REFERENCE : 081339 4308005
AUTHORIZATION : 
COST LIMIT : \$25.00

ORDER DATE : October 6, 2021
ORDER TIME : 10:38 AM
ORDER NO. : 081339-015
CUSTOMER NO: 4308005

DOMESTIC AMENDMENT FILING

NAME: SOUTH UNIVERSITY OF FLORIDA -
MEMBER, LLC

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Eyliena Baker -- EXT#

EXAMINER'S INITIALS: _____

**SECOND AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
SOUTH UNIVERSITY OF FLORIDA - MEMBER, LLC**

The undersigned, sole member of the above captioned Limited Liability Company, under the provisions of the Florida Revised Limited Liability Company Act, Chapter 605, *Florida Statutes*, adopts the following Articles of Organization:

**ARTICLE I
NAME & ADDRESS**

The name of this limited liability company is "South University of Florida- Member, LLC" (the "Company"), and its principal office and mailing address is 9801 Belvedere Road, Royal Palm Beach, FL 33411.

**ARTICLE II
DURATION**

The term of the Company shall be perpetual unless otherwise terminated in accordance with the provisions of the Operating Agreement of the Company.

**ARTICLE III
PURPOSE**

The Company is organized, and shall be operated exclusively, for charitable, religious and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States internal revenue law (the "Code"). Any activity which is inconsistent therewith is prohibited and is void *ab initio*.

ARTICLE IV
REGISTERED OFFICE AND AGENT

The street address of the registered office of the Company shall be 1201 Hays Street, Tallahassee, Florida 32301, and the registered agent or the Company at such address is Corporate Service Corporation.

ARTICLE V
OPERATING AGREEMENT

The power to adopt, alter, amend or repeal an Operating Agreement governing the operation of the Company shall be vested in its members.

ARTICLE VI
MANAGEMENT OF THE COMPANY

The Company shall be managed by its member(s). The name and address of the Company's current sole member is:

South University Savannah, LLC,
a Georgia non-profit limited liability company
709 Mall Boulevard
Savannah, GA 31406

ARTICLE VII
EXERCISE OF POWERS; MEMBERS

When exercising its powers, the Company shall be operated exclusively in a manner that will compliment and further promote the exempt purpose of its sole member, South University Savannah, LLC, a Georgia non-profit limited liability company that qualifies as a charitable organization within the meaning of Section 501(c)(3) of the Code. Membership in the Company shall be limited solely to the entities which qualify as a public charity within the meaning of Section 501(c)(3) of the Code. The name and address of the Company's current sole member is:

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SECRETARY
TALLAHASSEE, FL
F-11-13-14

South University Savannah, LLC,
a Georgia non-profit limited liability company
709 Mall Boulevard
Savannah, GA 31406

ARTICLE VIII
NOT-FOR-PROFIT; PUBLIC CHARITY

No part of the net earnings of the Company shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Company shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set for in Article III hereof. No substantial part of the activities of the Company shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Company shall not participate in, intervene in (including publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision contained herein, the Company shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by a limited liability company, contributions to which are deductible under Section 170(c)(2) of the Code. No amendment to the Company's Articles of Organization may be adopted unless such amendments are consistent with and enable the Company to maintain its tax exempt status as a public charity under Section 501(c)(3) of the Code. The Company may not merge or consolidate with or convert into an entity that is not exempt under the provisions of Section 501(c)(3) of the Code.

ARTICLE IX
DISSOLUTION

In the event of dissolution or final liquidation of the Company, neither the property of the Company nor proceeds thereof may be distributed or divided among the employees or officers of the Company or inure to the benefit of an individual. Upon the dissolution of the Company, assets shall be distributed to: (i) its sole member, if it then exists as a public charity under Section 501(c)(3) of the Code; (ii) if the sole member does not exist in that capacity, then the assets shall be distributed as directed by the member (or its successor) so long as it is organized and operated for charitable purposes under tax exempt status under Section 501(c)(3) of the Code; or (iii) in the unlikely event a qualifying organization cannot be found under the provisions of the immediately preceding subsections, then the remaining assets shall be distributed to a nonprofit organization which is organized and operated as a public charity under tax exempt status under Section 501 (c)(3) of the Code.

ARTICLE X
INDEMNIFICATION

If the criteria set forth in §605.0408, Florida Statutes, or any successor statute, and any criteria set forth in the Company's Operating Agreement have been met, then the Company shall indemnify any manager or member, or former manager or member, his or its personal representatives, devisees or heirs, in the manner and to the extent contemplated by §605.0408, Florida Statutes.

IN WITNESS WHEREOF, the undersigned authorized representative of the sole member
has executed these Articles of Organization as of 10/06/2021.

SOUTH UNIVERSITY SAVANNAH, LLC

By: Steven Yoho
Name: Steven K. Yoho
Title: Chancellor

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SECRETARY OF
TALLAHASSEE COUNTY