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WILLIAM J. ROBERTS  
OF COUNSEL

N00000003612  
June 5, 2000

Via Hand Delivery

Secretary of State  
Division of Corporations  
Tallahassee, Florida

800003276958--2  
-06/06/00--01001--003  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Tallahassee Community College Housing, Inc.

Ladies and Gentlemen:

Enclosed herewith are the Articles of Incorporation and Bylaws of the above-referenced new not-for-profit corporation, along with a check for payment of the filing fees. Please call me at 224-4070 when a time-stamped filed copy of these documents will be available for pick-up and I will send a messenger to pick it up.

Thank you in advance for your cooperation in this matter. If you have any questions, please call me.

Sincerely,

*Terrie L. Ream*  
Terrie L. Ream  
Legal Assistant

FILED  
00 JUN -5 PM 3:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

/tlr

Enclosures

RECEIVED  
00 JUN -5 PM 3:25  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

T. SMITH JUN 05 2000

**ARTICLES OF INCORPORATION  
OF  
TALLAHASSEE COMMUNITY COLLEGE HOUSING, INC.**

**FILED**  
00 JUN -5 PM 3:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**PREAMBLE**

The undersigned subscribers and incorporators hereby associate themselves together for the purpose of forming a nonprofit corporation for scientific and educational purposes under Florida law and do hereby adopt the following Articles of Incorporation:

**ARTICLE I**

**NAME**

The purposes for which this Corporation is formed are:

(a) To foster interest in Tallahassee Community College; to provide leadership in the promotion of its scientific and educational services; to promote its welfare; to assist it in fulfilling its objectives; to provide affordable housing to students attending Tallahassee Community College; to implement the total program of activities of the college in appropriate ways; and, to otherwise assist, aid and advance the activities and services of Tallahassee Community College, exclusively, as it serves the citizens of Florida.

(b) To enter into, make and perform contracts and agreements; to purchase or otherwise acquire, hold, lease, encumber, sell, assign, transfer, mortgage, pledge, exchange or otherwise dispose of any real, personal or intangible personal property in the same manner and to the same extent as a natural person might do; to sue and defend; to lend and borrow money, giving promissory notes or bonds where necessary and to secure payment thereof by mortgage or deed of trust or to loan money upon or without security.

(c) To encourage, solicit, administer and accept or reject gifts of both real and personal property or money for scientific and educational purposes, all and exclusively for the advancement of Tallahassee Community College.

(d) To receive, accept or reject bequests and devises by will absolutely or in trust to the same extent as a natural person.

(e) To make available housing to students at Tallahassee Community College and other institutions of higher education, and to provide scholarship housing for students at Tallahassee Community College.

(f) To carry on or engage in any activity of any lawful nature whatsoever which the Corporation may deem proper or convenient in connection with the stated purposes and to use any and all of its assets from whatever source obtained, either the principal or income therefrom, either immediately or in the future, for the furtherance of the Corporation's purposes.

(g) To use assets and earnings of the Corporation exclusively for the purposes hereinabove set out, including the payment of expenses incident hereto and to use no part of the net earnings to the benefit of any private member or individual. No substantial part of its activities shall be for the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

(h) Notwithstanding any other provisions of the Articles, this Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law, or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or any other corresponding provision of any future United States Internal Revenue law.

(i) To carry on or engage in any activity authorized under Florida law for corporations not for profit, consistent with these Articles and the purposes expressed herein.

## **ARTICLE II**

### **MEMBERSHIP**

Any person, natural or corporate, may be elected to membership in the Corporation; but all such persons making a contribution to the Corporation shall become members. Members shall enjoy privileges as determined by the Board of Directors of the Corporation.

## **ARTICLE III**

### **DIRECT SUPPORT ORGANIZATION; TERM OF EXISTENCE**

It is intended that the Corporation constitute a direct support organization of Tallahassee Community College, within the meaning of Section 240.331, Florida Statutes, or any successor provision. At the direction of the Board of Trustees of Tallahassee Community College, income derived by the Corporation may be transferred to the College or to the Tallahassee Community College Foundation, Inc. The Corporation shall have perpetual existence.

## **ARTICLE IV**

### **DIRECTORS, OFFICERS AND EXECUTIVE COMMITTEE**

**SECTION 1. BOARD OF DIRECTORS.** The affairs of the Corporation shall be managed by a Board of Directors of not less than five (5) nor more than nine (9) directors. Their number, qualifications, terms of office and manner of selection shall be fixed by the Bylaws. The Chair of the District Board of Trustees or his designate and the President of Tallahassee Community College shall at all times be ex officio members of the Board of Directors.

#### **SECTION 2. OFFICERS.**

A. The officers of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer, as the Board of Directors may from time to time elect.

- B. The Board of Directors may also elect such other officers as the Bylaws provide.
- C. The officers shall be elected for terms of one (1) year, and shall serve until their successors are duly elected and qualified.

**SECTION 3. EXECUTIVE COMMITTEE.** The Bylaws may provide for the selection of an Executive Committee consisting of 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.

## **ARTICLE V**

### **INITIAL BOARD OF DIRECTORS AND OFFICERS**

The initial Board of Directors shall consist of six (6) persons. The names and addresses of the persons who are to serve as Directors and Officers until their successors are elected and qualified pursuant to the Bylaws are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Roger Smith	Chair	1300 Metropolitan Boulevard, Tallahassee, FL 32308
Claude Walker	Member	106 E. College Avenue, Tallahassee, FL 32301
Ed Penson	Member	924 Summerbrooke Drive, Tallahassee, FL 32312
Marshall Cassedy	Member	2012-D North Point Boulevard, Tallahassee, FL 32308
T. K. Wetherell	Ex Officio	444 Appleyard Drive, Tallahassee, FL 32304-2895
John Payne	Ex Officio	3016 Windy Hill Lane, Tallahassee, FL 32308

## **ARTICLE VI**

### **BYLAWS**

The Corporation shall have Bylaws consistent with these Articles of Incorporation. The Bylaws of the Corporation are to be adopted, amended or repealed by the Board of Directors as set forth in the Bylaws.

**ARTICLE VII**  
**AMENDMENT TO ARTICLES OF INCORPORATION**

Amendments to the Articles of Incorporation of the Corporation shall be adopted by a two-thirds (2/3) vote of the Board of Directors.

**ARTICLE VIII**  
**EFFECTIVE DATE**

These Articles shall become effective upon filing with the Secretary of State of the State of Florida.

**ARTICLE IX**  
**DISSOLUTION**

In the event of dissolution, the residual assets of the Corporation will be turned over to the District Board of Trustees of Tallahassee Community College, or to Tallahassee Community College, should the District Board not exist, for scientific and educational purposes related to Tallahassee Community College; or, if neither the District Board nor the College exist, then, and in that event, the residual assets will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, or to the Federal, State or local government, for scientific and educational purposes.

**ARTICLE X**  
**NAME AND RESIDENCE ADDRESSES OF THE  
SUBSCRIBERS AND INCORPORATORS**

The names and residence addresses of the subscribers and incorporators of this charter are:

John Payne	3016 Windy Hill Lane, Tallahassee, FL 32308
T. K. Wetherell	444 Appleyard Drive, Tallahassee, FL 32304-2895
Roger Smith	1300 Metropolitan Boulevard, Tallahassee, FL 32308

**ARTICLE XI**

**INITIAL REGISTERED OFFICE AND AGENT**

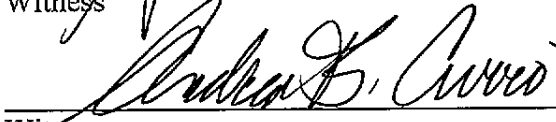
The street address of the initial registered office of the Corporation is 444 Appleyard Drive, Tallahassee, Florida 32304. The initial registered agent is T. K. Wetherell.

**IN WITNESS WHEREOF**, we have hereunto set our hands and seals as subscribers and incorporators as of this 25<sup>th</sup> day of May, 2000.

Signed, sealed and delivered  
in our presence:


  
\_\_\_\_\_  
Witness

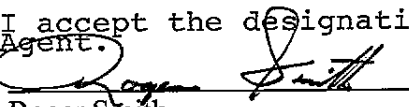
  
\_\_\_\_\_  
Witness

  
\_\_\_\_\_  
Witness

**SUBSCRIBERS AND INCORPORATORS**

  
\_\_\_\_\_  
John Payne

  
\_\_\_\_\_  
T. K. Wetherell Incorporator/Registered Agent  
I accept the designation of Registered Agent.

  
\_\_\_\_\_  
Roger Smith

STATE OF FLORIDA  
COUNTY OF LEON

**BEFORE ME**, the undersigned authority, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared T. K. Wetherell, John Payne and Roger Smith, the individuals whose signatures appear as Subscribers and Incorporators on the foregoing Articles of Incorporation, and they acknowledged before me that they executed the foregoing instrument in their capacities as such and for the purposes contained therein.

**WITNESS** my hand and seal of office this 25<sup>th</sup> day of May, 2000.

Patricia D. Warmack  
NOTARY PUBLIC  
Printed Name: Patricia D. Warmack  
Commission No. \_\_\_\_\_  
Commission Expires: \_\_\_\_\_

☒ Personally Known  
☐ Produced Identification



Patricia D. Warmack  
MY COMMISSION # CC568946 EXPIRES  
July 10, 2000  
BONDED THRU TROY FAIR INSURANCE, INC.

\_\_\_\_\_  
Type of Identification

FILED  
00 JUN -5 PM 3:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA