

N00000005519

TAYLOR AND EARLY, P. A.

ATTORNEYS AT LAW

112 NORTH FLORIDA AVENUE

DELAND, FLORIDA 32720

RICHARD W. TAYLOR
BOARD CERTIFIED IN REAL PROPERTY
CHARLES L. EARLY, JR.

SIDNEY H. TAYLOR
RETIRED

(904) 734-2558

October 20, 2000

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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*****43.75 *****43.75

Re: Saint Anthony's Childrens' Home College Fund, Inc.
Amended and Restated Articles of Incorporation
(original document number N00000005519)

Gentlemen:

Enclosed please find the original and one copy of the Amended and Restated Articles of Incorporation for the above not-for-profit corporation, and the original Certificate of the Board of Directors as required by section 617.1007(3)(a), Florida Statutes. Also enclosed is a check in the amount of \$43.75 covering the filing fee for the Restated Articles and the fee for a certified copy of same. Please file the Restated Articles of Incorporation and return a certified copy to me. Thank you for your assistance.

Sincerely,


Charles L. Early, Jr.

CLE:
Encls.

FILED
00 OCT 23 PM 3:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended +
Restated
Art.

S. PAYNE OCT 31 2000

00 OCT 23 PM 3:07

AMENDED AND RESTATED
ARTICLES OF INCORPORATIONSECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

SAINT ANTHONY'S CHILDRENS' HOME COLLEGE FUND, INC.

ARTICLE I - NAME

The name of this corporation shall be SAINT ANTHONY'S CHILDRENS' HOME COLLEGE FUND, INC., and the address of the principal office and mailing address of the corporation is 2024 Larchmont Drive, DeLand, FL 32724.

ARTICLE II - DURATION

The term of existence of this corporation shall be perpetual.

ARTICLE III - PURPOSE

This corporation is organized and operated exclusively for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, any director or officer or any member or other private individual, except that the corporation shall be authorized and empowered to make payments and distributions in furtherance of its exempt purposes. No substantial part of its activities shall consist of carrying on propaganda or otherwise attempting to influence legislation or participating in or intervening in any political campaign on behalf of any candidate.

ARTICLE IV - BOARD OF DIRECTORS

This corporation shall have four directors initially. The initial directors shall be James J. Talaber, 2024 Larchmont Drive, DeLand, FL 32724; Francis Alexander Reed, Jr., 2333 Pin Oak Drive, DeLand, FL 32720; Dan Evers, P.O. Box 1476, DeLand, FL, 32724; and Sylvester Occiano, 2811 Rochelle Lane, DeLand, FL 32724. The initial directors shall serve as Directors until the first election of Directors. The number of Directors may be increased or decreased from time to time by the Bylaws, but shall never be less than three. The method of election of the directors shall be as stated in the Bylaws.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation will be 2024 Larchmont Drive, DeLand, FL 32724 and the name of the initial registered agent at that office is Cheryl L. Talaber.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator of this corporation is Cheryl L. Talaber, 2024 Larchmont Drive, DeLand, FL 32724.

ARTICLE VII - RESTRICTIONS ON ACTIVITIES

1) The corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

2) The corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

3) The corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

4) The corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

5) The corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors.

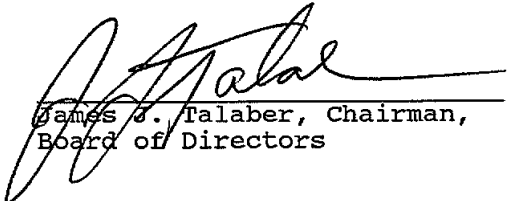
ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them.

ARTICLE X - DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law) as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the circuit court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

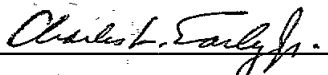

IN WITNESS WHEREOF, the undersigned Chairman of the Board of Directors has executed these Amended and Restated Articles of Incorporation on this 20th day of October, 2000.


James J. Talaber, Chairman,
Board of Directors

STATE OF FLORIDA
COUNTY OF VOLUSIA

BEFORE ME this day personally appeared James J. Talaber, Chairman of the Board of Directors of the corporation and to me known to be the person described in and who executed the foregoing Amended and Restated Articles of Incorporation, and he acknowledged before me that he executed the same and () did (☒) did not take an oath.

WITNESS my hand and official seal this 20th day of October, 2000.



(printed name)
Notary Public, State of Florida
My Commission Expires:  CHARLES L. EARLY, Jr.
COMMISSION # CC 710503
EXPIRES MAR 10, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.

CERTIFICATION OF THE BOARD OF DIRECTORS

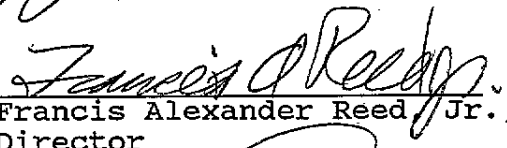
The undersigned, being all of the initial Directors of SAINT ANTHONY'S CHILDRENS' HOME COLLEGE FUND, INC., a Florida not-for-profit corporation, hereby certify:

First, the Amended and Restated Articles of Incorporation of the corporation do not contain an amendment requiring approval of the members; and,

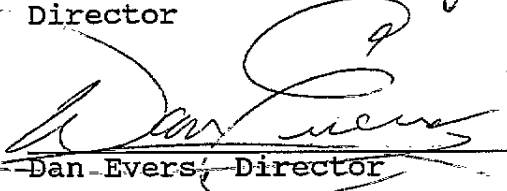
Second, the Board of Directors duly approved and adopted the Amended and Restated Articles of Incorporation by action without meeting, as authorized by section 607.0821, Florida Statutes.


James J. Talaber, Director

Date signed 10/20/00


Francis Alexander Reed, Jr.,
Director

Date signed 10/19/00


Dan Evers, Director

Date signed 10-19-00


Sylvester Occiano, Director

Date signed 10-20-00