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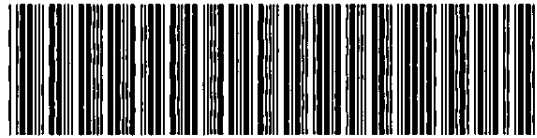
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195  
REFERENCE : 921656 131879A  
AUTHORIZATION : *[Handwritten Signature]*  
COST LIMIT : \$ 43.75

ORDER DATE : December 13, 2013  
ORDER TIME : 9:46 AM  
ORDER NO. : 921656-005  
CUSTOMER NO: 131879A

DOMESTIC AMENDMENT FILING

NAME: DORAL COLLEGE, INC.

EFFECTIVE DATE:

XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap -- EXT# 52951

EXAMINER'S INITIALS: \_\_\_\_\_

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

DORAL COLLEGE, INC.

FILED  
13 DEC 13 PM 4:19  
DEPARTMENT OF STATE  
CORPORATION STATE  
TALLAHASSEE FLORIDA

To the Department of State  
State of Florida

Pursuant to the provisions of the Florida Not-For-Profit Corporation Act, the corporation hereinafter named (the "Corporation"), does hereby amend and restate its Articles of Incorporation.

1. The name of the corporation is Doral College, Inc.
2. The text of the Amended and Restated Articles of Incorporation of the Corporation is annexed hereto and made a part hereof.

\* \* \* \* \*

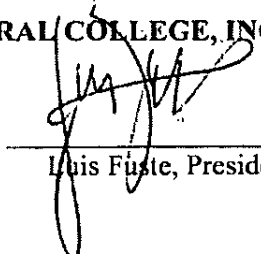
CERTIFICATE

It is hereby certified that:

1. The date of adoption of the aforesaid amendments and restatement was **JULY 1, 2013.**
2. This amendment and restatement of the Articles of Incorporation does not require member approval and has been duly approved by the Board of Trustees.

DORAL COLLEGE, INC.

By: \_\_\_\_\_

  
Luis Fuste, President

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
Doral College, INC.  
A Florida Not For Profit Corporation**

*I, the undersigned President, for the purpose of amending and restating the Articles of Incorporation for Doral College, Inc. (the "Corporation"), a corporation under Sections 617.1001, 617.1002, and 617.1007 of the Florida Not For Profit Corporation Act (the "Act"), do hereby execute the following Amended and Restated Articles of Incorporation, and certify as follows:*

**ARTICLE I            NAME**

The name of the corporation shall be: DORAL COLLEGE, INC., and is organized pursuant to Florida Nonprofit Corporation Code.

**ARTICLE II            PRINCIPAL OFFICE**

The principal place of business of the Corporation shall be:

11100 NW 27TH STREET  
MIAMI, FL 33172

**ARTICLE III            MAILING ADDRESS**

The mailing address of the Corporation shall be:

6340 Sunset Drive  
Miami, FL 33143

**ARTICLE IV            PURPOSES**

Notwithstanding any powers granted to the Corporation by its Articles, By Laws or by the laws of the State of Florida, the following limitations of power shall apply:

1. The Corporation is not-for-profit and is organized and shall be operated exclusively for educational purposes as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or the corresponding provision of any future United States Internal Revenue Law (the "Code"), including specifically the organization and operation of private and/or public educational institutions and all ancillary programs.

2. The Corporation admits students of any race, color, national, and ethnic origin to all rights, privileges, programs, and activities generally accorded or made available to students at the school. It does not discriminate on the basis of race, color, national and ethnic origin in administration of its educational policies, admissions policies, scholarship and loan programs, and athletic and other school-administered programs.

3. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for the services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. The Corporation shall pay no dividends.

4. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, directly or indirectly, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office. The Corporation shall not have the objectives nor engage in activities that would characterize it as an "action organization" as defined in Treasury Regulations.

5. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (i) by an organization exempt from federal income tax under Code Section 501(c)(3); or (ii) by an organization contributions to which are deductible under Code Section 170(c)(2).

6. Upon dissolution of the Corporation, the Board of Trustees will, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively to not for profit corporations or trusts described in Section 509(a)(1) or 509(a)(2) of the Code which are organized and operated to support education, and the Corporation's assets shall be distributed for one or more exempt purposes within the meaning of Code Section 501(c)(3), or shall be distributed to the federal government, or a state or local government, for public purpose. Any such assets not so disposed of shall be disposed of by the court having jurisdiction over the Corporation, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

#### **ARTICLE V            ELECTION OF TRUSTEES**

The manner in which the Trustees are elected or appointed shall be as provided in the Doral College Board Policies and Procedures.

#### **ARTICLE VI            BOARD OF TRUSTEES**

The Board of Trustees of Doral College shall be as follows:

(1) Luis Fuste, PRESIDENT/CHAIR/DIRECTOR  
11100 NW 27TH STREET  
MIAMI, FL 33172

(1) Andreina Figueroa, VICE-CHAIR/DIRECTOR  
11100 NW 27TH STREET

MIAMI, FL 33172

(2) Antonio Roca, DIRECTOR  
11100 NW 27TH STREET  
MIAMI, FL 33172

(3) Jenny Esquijarosa, DIRECTOR  
11100 NW 27TH STREET  
MIAMI, FL 33172

(4) Wendy Grant, DIRECTOR  
11100 NW 27TH STREET  
MIAMI, FL 33172

(5) Michael Haggard, DIRECTOR  
11100 NW 27TH STREET  
MIAMI, FL 33172

(6) Lourdes Balepogi, DIRECTOR  
11100 NW 27TH STREET  
MIAMI, FL 33172

(7) Dr. Robert Abello, DIRECTOR  
11100 NW 27TH STREET  
MIAMI, FL 33172

(8) Claudia Puig, DIRECTOR  
11100 NW 27TH STREET  
MIAMI, FL 33172

**ARTICLE VII AMENDMENTS**

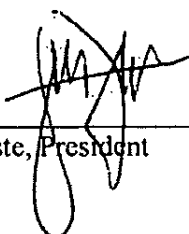
These Amended and Restated Articles of Incorporation may be further amended by the act of the Board of Trustees of the Corporation. Amendments may be proposed and adopted in the manner provided in the Bylaws of the Corporation.

**ARTICLE VIII REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the registered agent are:

CORPORATION SERVICE COMPANY  
1201 HAYS STREET  
TALLAHASSEE FL 32301-2525 US

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Amended and Restated Articles of Incorporation this 5th day of December, 2013.

By:   
\_\_\_\_\_  
Luis Fuste, President

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as registered agent and to accept service of process for DORAL COLLEGE, INC. (the "Corporation"), a Florida not-for-profit corporation, at the place designated in the foregoing Amended and Restated Articles of Incorporation, CORPORATION SERVICE COMPANY hereby accepts the appointment as registered agent and agrees to act in this capacity. CORPORATION SERVICE COMPANY further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and CORPORATION SERVICE COMPANY is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 617, Florida Statutes.

REGISTERED AGENT:

CORPORATION SERVICE COMPANY  
1201 HAYS STREET  
TALLAHASSEE FL 32301-2525 US

By: Carina L. Dunlap  
Name: Carina L. Dunlap  
Title: Asst. Vice President