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PLEASE REPLY TO:

P.O. Box 6526

TITUSVILLE, FL 32782-6526

August 15, 2001

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

800004543269--8
-08/20/01--01134--005
*****78.75 *****78.75

Re: **BREVARD COMMUNITY COLLEGE ALUMNI ASSOCIATION, INC.**
(Incorporation of)

Dear Sir:

Enclosed please find for filing with the Division of Corporations the original Articles of Incorporation, along with one (1) copy of the same, for the above-referenced corporation. A check in the amount of \$78.75 is enclosed for the following:

Filing fees	\$ 35.00
Certified Copy	8.75
Registered Agent Designation	35.00
	<hr/>
	\$ 78.75

Please return a certified copy of the Articles to the undersigned. Thank you for your assistance in this matter.

Very truly yours,


JOE D. MATHENY

dch
Enclosures

Not-19466

01 SEP -6 PM 12:13
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

T. Burch SEP 6 2001



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 22, 2001

JOE D. MATHENY, P.A.
355 INDIAN RIVER AVE
TITUSVILLE, FL 32796

SUBJECT: BREVARD COMMUNITY COLLEGE ALUMI ASSOCIATION, INC.
Ref. Number: W01000019466

We have received your document for BREVARD COMMUNITY COLLEGE ALUMI ASSOCIATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6928.

Tim Burch
Document Specialist
New Filing Section

Letter Number: 401A00047914

ARTICLES OF INCORPORATION

OF

BREVARD COMMUNITY COLLEGE ALUMNI ASSOCIATION, INC.

A Florida Not-for-Profit Corporation

FILED

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of Section 617 of the Florida Statutes, the Corporation adopts the following Articles of Incorporation.

ARTICLE I

NAME

BREVARD COMMUNITY COLLEGE ALUMNI ASSOCIATION, INC.

ARTICLE II

PURPOSE

The Corporation is organized as a not-for-profit corporation exclusively for charitable, benevolent, and educational purposes. Its activities shall be conducted in such a manner that no part of its net earnings shall inure to the benefit of any member, director, trustee, officer, or individual.

Notwithstanding any provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from Federal Income Tax under Section 501(c)(3), or by a Corporation qualified as a public charity under Section 509(a)(1), of the Internal Revenue Code of 1954, as amended, or the corresponding provision of any future United States Internal Revenue Law (hereinafter collectively referred to as the "Code").

No substantial part of the activities of the Corporation shall consist of carrying on 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.

Without in any way limiting the foregoing general purpose, the specific purpose of the Corporation shall be as follows:

- 2.1 To encourage, solicit, receive, and administer gifts and bequests of property and funds for scientific, educational, scholarship, and charitable purposes, all for the advancement of BREVARD COMMUNITY COLLEGE and its objectives; and to that end to take and hold, either absolutely or in trust for any of said purposes, funds and property of all kinds, subject only to any limitations or conditions imposed by law of the instrument under which received; to sell, lease, convey, and dispose of any such property and to invest and reinvest any proceeds and other funds, and to deal with and expend the principal and income for any purposes herein authorized; to act as trustee; and, in general, to exercise any, all and every power, including trust powers, which a Corporation not-for-profit organized under the laws of Florida for the foregoing purposes can be authorized to exercise.
- 2.2 To promote and support education at Brevard Community College (BCC); to promote opportunities for interaction among BCC alumni and between alumni and the college; to promote scholarship funding for students of BCC; and for any and all other lawful purposes or purposes for which a not-for-profit corporation may be organized; provided, however, that the Corporation shall not engage in activities that are not in furtherance of its charitable purposes other than as an insubstantial part of its activities.

In the event of dissolution of the Corporation or the winding up of its affairs, or other liquidation of its assets, the Corporation's property shall be conveyed or distributed to the District Board of Trustees of Brevard Community College, a body politic and public corporation organized and existing under the laws of the State of Florida. In the event Brevard Community College

does not qualify to receive, is not then in existence, or to the extent that it may be prohibited by applicable law from owning certain assets of the Corporation, the Corporation's property shall be conveyed or distributed to such other Florida not-for-profit corporations operated for nonprofit purposes similar to those of the Corporation, which at the time of such conveyance or distribution qualify as an exempt organization or organizations under Section 501(c)(3), and as a public charity under Section 509(a), of the Code as the Board of Directors of the Corporation may determine. Any such assets not so disposed of shall be disposed of by the appropriate Court of the jurisdiction 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 for such purposes.

ARTICLE III

ANNUAL AUDIT

The Brevard Community College Foundation, Inc., a Florida not-for-profit corporation and direct support organization for Brevard Community College will serve as fiscal agent for the BCC Alumni Association, Inc. The annual audit of the Foundation therefore, shall include a review of the BCC Alumni Association, Inc.'s financial records, in accordance with policies of the Brevard Community College District Board of Trustees.

ARTICLE IV

ANNUAL BUDGETS AND REPORTS

At such time as the Corporation has filed for and receives approval for 501(c)(3) exemption through the Federal Internal Revenue Service, the Corporation shall submit to the Brevard Community College Board of Trustees its "Federal Internal Revenue Service Application for Recognition of Exemption" form (Form 1023) and its "Federal Internal Revenue Service Return of

Organization Exempt from Income Tax" form (Form 990).

ARTICLE V

INTRA-TRANSACTIONS/AGREEMENTS

- 5.1 Until such time as the Corporation's Board approves a modification, the Brevard Community College Foundation, Inc. shall serve as Fiscal Agent for the corporation. This shall include the receipt and accounting for all income and the processing of all expenditures of the Corporation. The annual audit of the Brevard Community College Foundation shall include audit of the BCC Alumni Association, Inc. funds.
- 5.2 Any other transaction or agreement between this Corporation and any direct support organization of Brevard Community College or between this Corporation and any center of technology innovation designated under Florida Statute 240.3335 must be approved by the District Board of Trustees.

ARTICLE VI

POWERS

- 6.1 The Corporation shall possess and may exercise all the powers and privileges granted by Chapters 607 and 617 of the Florida Statutes, or by any other law of Florida, together with all powers necessary or convenient to the conduct, promotion, or attainment of the activities or purposes of the Corporation, limited by the restrictions set forth in these Articles of Incorporation and the By-Laws; provided, however, that the Corporation shall not engage in activities that are not in furtherance of its purposes other than as an insubstantial part of its activities.

LIMITATION OF POWERS

- 6.2 In addition to the limitations and restrictions otherwise stated in these

Articles of Incorporation, the Corporation:

- (a) Shall seek and obtain the approval of the District Board of Trustees of Brevard Community College of any proposed changes to these or any amendments to the Articles of Incorporation.
- (b) Shall seek and obtain approval of the District Board of Trustees of Brevard Community College for any amendment to the By-Laws of the Corporation.
- (c) The Board members of the Corporation and Committee members shall be selected from eligible alumni of Brevard Community College, except as permitted in the By-Laws, with regular rotation of said members. Board members shall have term limits as set forth in the By-Laws of the Corporation.
- (d) The Corporation shall comply with all Brevard Community College policies and procedures.
- (e) All employees of the Corporation are subject to all Brevard Community College policies and procedures.
- (f) The annual budget process for the Corporation shall be completed and submitted to the Brevard Community College Board of Trustees annually and prior to or contemporaneously with the development of the annual budget for Brevard Community College.
- (g) The Corporation shall not permit any outside organization to use any College address or the address of the Corporation unless approved by the District Board of Trustees based upon the recommendation of the President of Brevard Community College.

ARTICLE VII

MEMBERSHIP

A member of the Brevard Community College Alumni Association, Inc. shall be as follows:

- 7.1 A graduate of Brevard Community College, Brevard Junior College, or Carver Junior College, with an Associate in Arts, Associate in Science, or Vocational Certificate, or a person who has successfully completed one course at Brevard Community College, Brevard Junior College, or Carver Junior College and
- 7.2 Whose address or other contact information is on file with the Alumni Association, Inc. office.
- 7.3 If at any time, a membership fee or annual dues is established for membership in the Alumni Association, Inc. the member shall be one who is current with such fee payment.

ARTICLE VIII

TERM

The term of the Corporation shall be perpetual.

ARTICLE IX

DIRECTORS

9.1 Number.

The affairs of the Corporation are to be managed by a Board of Directors consisting of no less than three (3) and no more than twenty-one (21) members, the exact number of Directors to be specified in the By-Laws of the Corporation.

9.2 Composition, Election and Tenure.

The Directors of the Corporation shall be selected from among those alumni who have an interest and who possess the ability to participate effectively in the discharge of the Board's responsibilities. One board member shall be a current member of the BCC District Board of Trustees, appointed by the Chair of the Trustees. The Board of Trustees

representative shall also serve on the Executive Committee of the Board. The District President of Brevard Community College or his designee shall serve on the Board and the Executive Committee of the Corporation and shall hold a voting position. The Directors of the Corporation shall be nominated and elected for terms and in the manner as shall be provided in the By-Laws from time to time.

9.3 Powers.

The Board of Directors shall act for the Corporation and shall have the power to decide all matters relating to the conduct of business for the Corporation. The power of the Board of Directors shall be subject to the limitations of Florida Law, Federal Law, and the Brevard Community College policies and procedures in effect from time to time.

9.4 Management.

The affairs of the Corporation shall be managed by the existing Board of Directors. One-third (1/3) of the members of the Board of Directors present and voting shall constitute a quorum for the conduct of the day to day business of this Corporation.

9.5 Emeritus Alumni Board Member.

The Board is authorized and empowered to establish a special non-voting category of membership in the corporation designated as Emeritus Alumni Board member. The By-Laws shall set forth the qualifications, the manner of selection, and the composition of this category of Board membership.

ARTICLE X

BY-LAWS

The By-Laws of the Corporation shall be adopted, altered, amended, or repealed only by the vote of at least a majority of the members of the Board of Directors and then only upon the approval of the Brevard Community College Board of Trustees.

ARTICLE XI

OFFICERS

11.1 Officers.

The Officers of the Corporation shall be a President, Vice President, Treasurer, and Secretary, who shall be elected for such terms and in the manner set forth in the By-Laws. The Corporation may, at the discretion of the Board, provide for different categories of officers, and may have additional officers including, without limitation, additional Vice Presidents, Assistant Secretaries, and Assistant Treasurers.

11.2 Powers and Duties.

The powers and duties of the Officers of the Corporation shall be those usually pertaining to their respective office, or as may be specifically directed by the Corporation By-Laws.

ARTICLE XII

EXECUTIVE COMMITTEE

The Corporation is authorized to establish an Executive Committee as determined by the By-Laws from time to time. The Executive Committee shall and may exercise all of the powers and authority of the Board when the Board is not in session, subject only to such restrictions and limitations as are provided in these Articles of Incorporation, the By-Laws, or which the Board may specify from time to time in the By-Laws. The Executive Committee shall have no authority to alter, amend, or repeal the Articles of Incorporation or Corporation By-Laws.

ARTICLE XIII

AMENDMENTS

Amendments to these Articles of Incorporation may be made and adopted

only by the vote of at least a majority of all the members of the Board of Directors and then only after the approval of the District Board of Trustees of Brevard Community College. Amendments shall be effective when a copy thereof, properly executed and acknowledged, has been filed with the Florida Department of State.


ARTICLE XIV

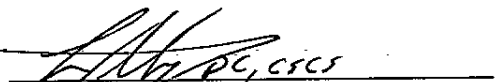
REGISTERED AGENT AND REGISTERED OFFICE

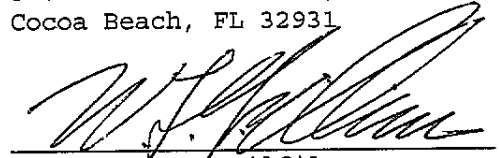
The address of the registered office of the Corporation is 1519 Clearlake Road, Cocoa, Florida 32922.

The Registered Agent at that address is Dr. Thomas E. Gamble.

IN WITNESS WHEREOF, the undersigned incorporators have hereunto set their hand and seal this 24th day of July, 2001.


Dr. Thomas E. Gamble, Registered Agent
District President
Brevard Community College
1519 Clearlake Road
Cocoa, FL 32922


Dr. Lance Armstrong, President
320 N. Atlantic Ave., Suite #7A
Cocoa Beach, FL 32931


Mr. Walter L. Gilfilen
Brevard Community College
1519 Clearlake Road
Cocoa, FL 32922

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the following is
submitted in compliance with said Act:

That BREVARD COMMUNITY COLLEGE ALUMNI ASSOCIATION, INC.,
desiring to organize under the laws of the State of Florida with
its principal office, as indicated in the Articles of
Incorporation, in Brevard County, Florida, has named DR. THOMAS E.
GAMBLE, whose address is 1519 Clearlake Road, Cocoa, FL 32922 as
its agent to accept Service of Process within this State.

ACKNOWLEDGMENT

Having been named to accept Service of Process for the
above-stated corporation, at place designated in this Certificate,
I hereby accept to act in this capacity, and agree to comply with
the provisions of said Act relative to keeping open said office.



DR. THOMAS E. GAMBLE
Resident Agent

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA