

N02000002107
UPCHURCH, BAILEY AND UPCHURCH, P.A.

ATTORNEYS AT LAW

Established 1925

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OF COUNSEL:

HAMILTON D. UPCHURCH
FRANK D. UPCHURCH, JR.

FRANK D. UPCHURCH, SR.
(1894-1986)

March 15, 2002

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-03/18/02--01080--008
*****78.75 *****78.75

Re: Articles of University of St. Augustine For Health Sciences
Alumni Association, Inc.
Our File No. 9-02-016

Dear Sir or Madam:

I enclose herewith an original and one copy of the Articles of Incorporation of University of St. Augustine For Health Sciences Alumni Association, Inc., along with our firm check in the amount of \$78.75 made payable to the Secretary of State representing your filing fee (\$35.00), registered agent fee and certified copy fee (\$8.75). Please file the document and furnish me with a certified copy.

Should you have any questions, please do not hesitate to contact my office. Thank you in advance for your cooperation and assistance.

Sincerely yours,

For Jane Sullivan
Frank D. Upchurch, III

FDU:jjrs
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 MAR 18 AM 8:38

25-02
WC

ARTICLES OF INCORPORATION OF
UNIVERSITY OF ST. AUGUSTINE FOR HEALTH
SCIENCES ALUMNI ASSOCIATION, INC.
A NON-PROFIT CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 MAR 18 AM 8:38

The undersigned persons, desiring to form a Corporation not-for-profit under Chapter 617 of the Florida Statutes, certify as follows:

ARTICLE I

Name

The name of the Corporation is University of St. Augustine for Health Sciences Alumni Association, Inc.

ARTICLE II

Purpose

The Corporation is organized for any lawful purpose or purposes authorized by the non-profit corporation laws of the State of Florida, including without limitation the organization and promotion of an alumni association for the University of St. Augustine for Health Sciences. In furtherance of such purposes, the Corporation shall have and may exercise any and all powers, rights and privileges which a corporation organized under the non-profit corporation laws of the State of Florida by law may now or hereafter have or exercise.

ARTICLE III

Membership

The Corporation shall have a membership distinct from its Board of Directors. The authorized number and qualification of the members, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, their liability for dues and assessments and the method of collection thereof shall be as set forth in the bylaws.

ARTICLE IV

Existence

The Corporation shall have perpetual existence.

ARTICLE V
Subscribers' Names and Residences

The name and address of the subscriber to these articles of incorporation are:

Julie T. Cook
University of St. Augustine for Health Sciences
1 University Boulevard
St. Augustine, Florida 32086-5783

ARTICLE VI
Board of Directors

The powers of the Corporation shall be exercised, its property controlled and its affairs managed by a Board of Directors. The number of Directors and the manner of their election or appointment shall be as stated in the bylaws.

ARTICLE VII
No Financial Benefit to Members

No part of the net earnings of the Corporation shall enure to the benefit of, or be distributable to its members, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherances of the purposes set forth in Article II.

ARTICLE VIII
Dissolution

Upon the dissolution or winding up of the affairs of the Corporation, its assets remaining after payment, or provision for payment of all debts and liabilities of the Corporation, shall be distributed to a not-for-profit fund, foundation, trust, corporation or other organization to be devoted to similar purposes.

ARTICLE IX
Amendments to the Articles of Incorporation

Amendments to the Articles of Incorporation may be proposed by any member of the Corporation. The Articles may be amended at any annual meeting of the Corporation, or at any special meeting duly called and held for such purpose, on the affirmative vote of two-thirds (2/3) of the members existing at the time of and present at such meeting. Amendments to the Articles of Incorporation may also be proposed by any Director and may be adopted at any annual or special meeting of the Board of Directors by two-thirds (2/3) vote of the Board members present.

ARTICLE X
Amendments to Bylaws

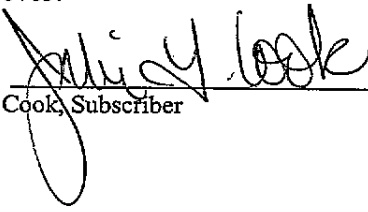
Amendments to the bylaws of the Corporation may be proposed by any member of the Corporation or by any member of the Board of Directors. Such amendments may be adopted by the Board of Directors at any annual or special meeting by two-thirds (2/3) vote of the Board members present.

ARTICLE XI
Principal Office, Initial Registered Office and Registered Agent

The street address of the initial principal office of the Corporation and the initial registered office of the Corporation is and the initial registered agent at that address is University of St. Augustine for Health Sciences, 1 University Boulevard, St. Augustine, Florida 32086-5783 and the initial registered agent at that address is Julie T. Cook.

ARTICLE XII
Mailing Address

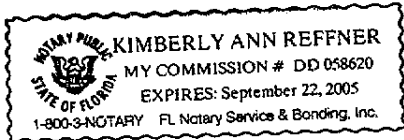
The mailing address of the Corporation is University of St. Augustine for Health Sciences, 1 University Boulevard, St. Augustine, Florida 32086-5783.



Julie T. Cook, Subscriber

STATE OF FLORIDA
COUNTY OF ST. JOHNS COUNTY

THE FOREGOING instrument was acknowledged before me this 7th day of March, 2002,
by Julie T. Cook, who (X) is personally known to me or () has produced
as identification.



Signature of Notary

(Name of notary, typed/printed)

Commission number: DD 058620

Commission expires: 9/22/05