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Amended / Restated @ 7/2/07

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
INDEPENDENT COLLEGES AND UNIVERSITIES BENEFITS ASSOCIATION, INC.
(A Corporation Not For Profit)**

Pursuant to the provisions of Section 617.1002 of the Florida Not For Profit Corporation Act, (the "Act") Independent Colleges and Universities Benefits Association, Inc., a Florida not for profit corporation (the "Corporation"), hereby adopts the following amended and restated articles of incorporation, (the "Articles of Incorporation"):

**ARTICLE I
NAME**

The name of this not for profit corporation is the Independent Colleges and Universities Benefits Association, Inc. (hereinafter "ICUBA").

**ARTICLE II
PRINCIPAL OFFICE**

The address of the principal office and the mailing address of ICUBA is:

4850 Millenia Boulevard
Suite 329
Orlando, Florida 32839

**ARTICLE III
PURPOSE**

ICUBA is formed for all lawful and charitable purposes, including the following:

- (a) To establish, maintain, administer, construe and interpret a health and welfare benefit plan (hereinafter the "Plan"), which shall be for the exclusive benefit of the Participants, their Dependents and Beneficiaries.
- (b) To establish and maintain a Trust Fund in which all of the assets at any time held in the name of ICUBA or by the Board of Directors are to be held. All right, title and interest in and to the assets of the Trust Fund, including any life or other insurance policies, shall be at all times vested exclusively in ICUBA.
- (c) To draft other "employee welfare benefit plans" (hereinafter "Employee Welfare Benefit Plans") as that term is defined in Section 3(1) of the Employee Retirement Income Security Act of 1974, as amended.

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- (d) If an individual member desires to adopt an Employee Welfare Benefit Plan, to administer such plan on the member's behalf in accordance with such plan's terms.

ARTICLE IV INUREMENT

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

No substantial part of the activities of ICUBA shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and ICUBA shall not participate in, 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.

Norwithstanding any other provision of these Articles of Incorporation, ICUBA 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)(9) of the Internal Revenue Code of 1986, as amended.

ARTICLE V REGISTERED AGENT AND OFFICE

The registered agent of ICUBA shall be the Executive Director of ICUBA, whose mailing address is:

Mark Weinstein
4850 Millenia Boulevard
Suite 329
Orlando, Florida 32839

ARTICLE VI BOARD OF DIRECTORS

The powers of ICUBA shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors consisting of not less than three (3) persons. The number of members of the Board of Directors may be decreased or increased from time to time in accordance with the Bylaws of ICUBA. The manner in which the Directors are to be elected or appointed shall be stated in the Bylaws.

The names and addresses of the directors are as follows:

Jack Armul
Florida Institute of Technology
150 West University Boulevard
Melbourne, FL 32901

Timothy H. Czerniec
Barry University
11300 Northeast Second Avenue
Miami Shores, FL 33161-6695

David Heron
Nova Southeastern University
3301 College Avenue
Fort Lauderdale, FL 33314

Mona Hicks
Palm Beach Atlantic University
901 South Flagler Drive
West Palm Beach, FL 33416

Randy Livingston
Clearwater Christian College
3400 Gulf To Bay Boulevard
Clearwater, FL 33759

Maria J. Martinez
Rollins College
P.O. Box 2718
Winter Park, FL 32789

Francis Mezzanini
Saint Leo University
P.O. Box 6665 M C 2327
Saint Leo, FL 33574

Kimberly Padgett
Beacon College
105 East Main Street
Leesburg, FL 34748

Donna Popovich
The University of Tampa
401 West Kennedy Boulevard
Tampa, FL 33606

ARTICLE VII BYLAWS

The Board of Directors shall adopt Bylaws consistent with these Articles of Incorporation. Subject to the limitations contained in the Bylaws, and any limitations set forth in the Act concerning corporate action that must be authorized or approved by the members of ICUBA, Bylaws of ICUBA may be made, altered, rescinded, added to, or new Bylaws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth in the Bylaws.

ARTICLE VIII OFFICERS

The officers of ICUBA shall be a Chairperson, a Vice-Chairperson, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time by resolution create. Any two or more offices may be held by the same person.

ARTICLE IX MEMBERS

The qualification and voting rights for members and the manner of their admission shall be regulated by the Corporation's Bylaws.

ARTICLE X STOCK

ICUBA shall be organized on a non-stock basis.

ARTICLE XI DURATION

The term of existence of ICUBA is perpetual.

ARTICLE XII DISSOLUTION OF THE CORPORATION

Upon the dissolution of ICUBA, any assets remaining in the Trust Fund:

- (a) after the satisfaction of all liabilities to existing Participants, Dependents, or their Beneficiaries shall be applied to provide such Participants, Dependents, or their Beneficiaries with the benefits set forth in the Plan, either directly or through the purchase of insurance, or through the merger, consolidation, reorganization, or other transfer of assets to a successor entity as directed by the Board of Directors; provided, however, that such benefits shall not be provided in disproportionate amounts to officers, members, or highly compensated employees of ICUBA; or

- (b) shall be distributed to Participants, Dependents, or their Beneficiaries as soon ICUBA deems it to be in the best interests of the Participants, Dependents, or their Beneficiaries; provided, however, that such a distribution shall only be made (1) pursuant to the terms of a collective bargaining agreement or (2) on the basis of objective and reasonable standards which do not result in either unequal payments to similarly situated Participants, Dependents, or their Beneficiaries or in disproportionate payments to officers, shareholders, or highly compensated employees of ICUBA or any member.

ARTICLE XIII INCORPORATORS

The name and complete addresses of the Incorporators are:

George Kirkpatrick
ICUBA Executive Director
111 South Monroe St.
Suite 2000-A
Tallahassee, FL 32301

Randy T. Livingston
Clearwater Christian College
3231 Masters Drive
Clearwater, FL

Henry N. Moore Jr.
Edward Waters College
3528 Freeman Road
Jacksonville, FL

Richard Lyle Bartrem
Florida Institute of Technology
1114 Island Green Drive, NE
Palm Bay, FL

Wesley David Heron
Nova Southeastern University
9158 Magnolia Court
Davie, FL

Michael H. Allen
Palm Beach Atlantic University
116 Belmont Drive
Royal Palm Beach, FL

Maria J. Martinez
Rollins College
1002 Birkdale Trail
Winter Springs, FL

Francis M. Mezzanini
Saint Leo University
29407 Allegro Drive
Wesley Chapel, FL


John Kautz III
Southeastern College
26 Westminster Court
Lakeland, FL

Donna B. Popovich
The University of Tampa
3924 North Ridge Drive
Valrico, FL

The foregoing Articles of Incorporation were duly approved by the Board of Directors of ICUBA at a meeting held on April 20, 2007, in accordance with the Act. The Board of Directors submitted the proposed Articles of Incorporation to the members of ICUBA for a vote, as member approval is required.

Pursuant to Sections 617.0721 and 617.1002 of the Act, the members of ICUBA duly approved the foregoing Articles of Incorporation of ICUBA at an annual meeting held on June 22, 2007. The proposed Articles of Incorporation were duly adopted upon receiving the necessary number of votes as required by the Act.

IN WITNESS WHEREOF, the undersigned officer executes these Articles of Incorporation this 28th day of June, 2007.


Name: Mark Weinstein
Its: Executive Director