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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

05 JUL 26 PM 12: 06

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Amended & Restated

T BROWN JUL 27 2005

Law Offices of  
**Cooper Ridge & Lantinberg**  
200 West Forsyth Street  
Suite 1200  
Jacksonville, Florida 32202

William G. Cooper  
George E. Ridge  
Richard J. Lantinberg  
Melissa A. Norman  
Tiffany A. Douglas

Telephone  
(904) 353-6555  
Facsimile  
(904) 353-7550  
E-Mail Address  
Grige@attorneyjax.com

July 22, 2005

Almer W. Beale, II  
(1949 - 1999)

**VIA FEDERAL EXPRESS**

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

Gentlemen:

Re: Ec Lg, Inc.

Please find enclosed as to Ec Lg, Inc.:

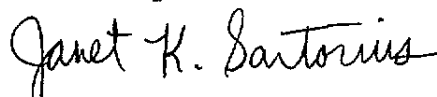
1. Amended Articles of Incorporation; and
2. Amended Bylaws.

Please file these documents and provide two certified copies of each document. Accordingly, enclosed is our check, as follows:

Amendment Fee (x 2) =	\$ 70.00
Certified Copy fee (x 4) =	\$ <u>35.00</u>
Total	\$105.00

Also enclosed is a FedEx label for return of the certified copies to us. We would appreciate it if you would send those back as soon as possible. Thank you!

Sincerely,



Janet K. Sartorius  
Legal Assistant

GER/jks  
Enclosures

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION

of

EC LG, INC.  
(a Not-for-Profit Corporation)

FILED  
05 JUL 26 PM 12:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, do hereby make and adopt the following Articles of Incorporation:

ARTICLE I  
Name and Mailing Address

The name of the corporation shall be Ec Lg, Inc. The mailing address for the corporation is P.O. Box 46785, St. Petersburg, Florida 33741.

ARTICLE II  
Not For Profit

This corporation is a corporation not for profit within the meaning of Chapter 617, Florida Statutes. The corporation is not formed for pecuniary profit.

ARTICLE III  
Duration

The duration of the corporation is perpetual.

ARTICLE IV  
Purposes

The purpose for which the Corporation is organized and operated is to hold the title to property, collect the income therefrom, and turn over the net income to Eckerd College, Inc., an organization exempt under section 501(c)(3) of the Internal Revenue Code of 1986.

ARTICLE V  
Limitation

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, Directors or officers, but the corporation 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 IV hereof.

ARTICLE VI

Members

The corporation shall have one (1) member which shall be Eckerd College, Inc. The qualification of member shall be Eckerd College, Inc. or its successor. The member will automatically be accepted on the filing of these Articles.

ARTICLE VII

Initial Registered Office and Agent

The street address of the initial registered office of this corporation in Florida shall be 200 W. Forsyth Street, Suite 1200, Jacksonville, Florida 32202 and its initial registered agent at that address shall be George E. Ridge. The Board of Directors may, from time to time, change the registered office and registered agent of the corporation upon notification to the proper authorities.

ARTICLE VIII

Board of Directors

The names and street addresses of the members of the first Board of Directors who, subject to the provisions of the By-Laws and these Articles of Incorporation, shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified, are as follows:

<u>Name</u>	<u>Street Address</u>
William J. McKenna	P.O. Box 46785 St. Petersburg, Florida 33741
Arthur J. Ranson, III	1000 Legion Place, Suite 1700 Orlando, Florida 32801
Grover C. Wrenn	7319 Desert Ridge Glen Bradenton, FL 34202

The management of the corporation shall be vested in a Board of Directors. The number of directors constituting the initial Board of Directors is three (3). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws. The method of election of the Directors shall be as stated in the Bylaws of the Corporation.

ARTICLE IX  
Incorporator

The name and address of the Incorporator is as follows:

<u>Name</u>	<u>Address</u>
George E. Ridge	200 W. Forsyth Street, Suite 1200 Jacksonville, Florida 32202

ARTICLE X  
Regular Florida Corporation Functions

In carrying out its purposes, the corporation may exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations including, without limiting the generality of the foregoing, the powers to acquire by devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value; receive and administer donations of all kinds; to receive by purchase, gift, bequest, or in any other lawful manner, any real or personal property, and to hold, use, manage, operate, lease, convey, convert, invest, reinvest and dispose of by gift, sale, lease or otherwise, such property in any lawful manner for the furtherance of its general purposes, including the establishment and administration of any trust funds, employment of personnel as necessary, commensurate with their professional ability; and the ownership, erection and administration of physical facilities incident to the accomplishment of these purposes; and to do and perform any and all acts reasonably incident to the stated corporate purposes.

ARTICLE XI  
Bylaws

The Bylaws of the corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors. The provisions of Section 617.1006, Florida Statutes, as amended from time to time, shall govern the Bylaws.


ARTICLE XII  
Dissolution or Liquidation

Upon the dissolution or liquidation of this corporation, whether voluntary or involuntary, all of its funds and other assets remaining after payment of all costs and expenses of dissolution or

liquidation shall be distributed and paid over entirely and exclusively to an organization or organizations which has or have qualified for exemption under Section 501(c)(3) of the Internal Revenue Code, or to the federal government, or to a state or local government, for a public purpose. None of the funds or assets and none of the income of this corporation shall be paid over or distributed to any member, officer or director of this corporation.

**and Restated**

These Amended Articles of Incorporation are adopted as of July 30, 2005 by the Corporation's Board of Directors <sup>and members</sup> via written Consent to Action Taken In Lieu of a Special Meeting of the Board of Directors of Ec Lg, Inc.

  
Shar McKenna  
Secretary