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FLORIDA NON-PROFIT CORPORATION

florida memorial college foundation, inc.

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|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 07 |
| Estimated Charge | \$78.75 |

01-08-03

HD2000241433

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December 27, 2002

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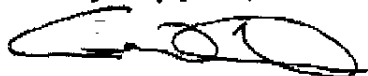
Re: Florida Memorial College Foundation, Inc. (the "Foundation")

To Whom It May Concern:

Please be advised that this law firm represents the Foundation. The Articles of Incorporation for the Foundation were originally filed in 1984. At that time, the Articles of Incorporation inadvertently stated that this corporation was to be a "for profit" corporation, instead of a "not-for-profit" corporation. While we understand that some time has passed since the original filing, the Foundation needs to correct its status as a not-for-profit corporation. Therefore, we are filing the enclosed Articles of Dissolution of Florida Memorial College Foundation, Inc. to dissolve the for profit corporation, and simultaneously filing the enclosed Articles of Incorporation of Florida Memorial College Foundation, Inc., in order to form a not-for-profit corporation. This letter will confirm that the Foundation has no intention of revoking the Articles of Dissolution and hereby releases the corporate name for the new entity.

Should you have any questions or require any additional information regarding the foregoing, please contact me.

Very truly yours,



Steven W. Zelkowitz

SWZ/des
174.033
Enclosures

cc: Dr. Mary A. O'Banner (w/o encs.)

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FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

December 31, 2002

EMPIRE CORPORATE KIT COMPANY

SUBJECT: FLORIDA MEMORIAL COLLEGE FOUNDATION, INC.
REF: W02000036179

We have received your document for FLORIDA MEMORIAL COLLEGE FOUNDATION, INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

A NON PROFIT CAN NOT HAVE SHARES. PLEASE DELETE.

If you have any further questions concerning your document, please call (850) 245-6931.

Becky McKnight
Document Specialist
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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION

OF

FLORIDA MEMORIAL COLLEGE FOUNDATION, INC.

7

The undersigned Incorporator, desiring to form a not-for-profit corporation under the provisions of Chapter 617 of the laws of the State of Florida, does hereby establish the following Articles of Incorporation.

ARTICLE I. CORPORATE NAME.

The name of this Corporation is:

FLORIDA MEMORIAL COLLEGE FOUNDATION, INC.

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ARTICLE II. PRINCIPAL OFFICE.

The principal office of the Corporation is located at 15800 N.W. 42nd Avenue, Miami, Florida 33054.

ARTICLE III. NATURE OF BUSINESS AND POWERS.

This Corporation does not contemplate pecuniary gain or profit and is organized and shall be operated for the exclusive purpose of holding real and personal property (including acquisition, disposition and *development*) as an organization defined in Section 501(c) (2) of the Internal Revenue Code of 1986, as amended, for the benefit of Florida Memorial College, Inc. The Corporation shall turn over all income from the property, at least annually, less expenses, to Florida Memorial College, Inc. The Corporation is also specifically authorized to

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lease property, collect rents therefrom, pay expenses and satisfy debt obligations with respect to the property, and encumber the property, provided, regardless of anything herein to the contrary and any provision of law, the Corporation shall not pursue any activity nor exercise any power other than in furtherance of the exempt purpose set forth in said Section 501(c) (2).

ARTICLE IV. MEMBERS.

The Corporation is authorized to have only one class of members consisting of a single member. The qualifications and the rights of the member including voting requirements for meetings and activities, as well as notice requirements of meetings and activities, shall be determined in the judgment in the Board of Directors. The Corporation shall issue a certificate of membership to the member.

ARTICLE V. TERM OF EXISTENCE.

This Corporation shall have perpetual existence unless dissolved in accordance with these Articles of Incorporation, the By-Laws adopted by the Board of Directors, and applicable law. Corporate existence shall commence with the filing of these Articles of Incorporation.

ARTICLE VI. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Dr. Mary A. O'Banner
Executive Director
Florida Memorial College Foundation, Inc.
15800 N.W. 42nd Avenue
Miami, Florida 33054

The Board of Directors may, from time to time, move the Registered Office to any other address in the State of Florida.

ARTICLE VII. BOARD OF DIRECTORS.

~~This Corporation shall have fifteen (15) directors initially with their successors to be~~
appointed or elected as set forth in the Bylaws adopted by the Board of Directors. The number of directors may be increased or diminished from time to time by Bylaws adopted by the Board of Directors, but shall never be less than three (3).

ARTICLE VIII. INITIAL DIRECTORS.

The names and addresses of the initial directors of this Corporation and their street addresses are:

Mr. Robert G. Beatty, Esq.
The Miami Herald
1 Herald Plaza
Legal Office, 6th Floor
Miami, FL 33132

Rev. Dr. A.B. Coleman, Jr.
President
Coleman Mortuary, Inc.
5660 Moncrief Road
Jacksonville, FL 32209

Dr. Mary A. O'Banner
Special Assistant to the President
Florida Memorial College Foundation, Inc.
15800 N.W. 42nd Avenue
Miami, Florida 33054

Rev. Dr. Henry T. Rhim
2968 Breve Drive
Jacksonville, FL 32209

Mr. William Diggs
1121 S.W. 97th Avenue
Pembroke Pines, FL 33025

Mr. Gerald Eubanks
785 Viscaya Blvd.
St. Augustine, FL 32086

Mr. Charles W. George
President & CEO
G. Family Enterprise, Inc.
1743 N.W. 193rd Street
Miami, FL 33056

~~Dr. Donald M. Henderson~~
11092 Longshore Way West
Naples, FL 34119

Mr. George F. Knox, Esq.
The Knox Firm
150 S.E. 2nd Avenue, Suite 900
Miami, FL 33131

Mrs. Ann McNeill, President
MCO Construction & Services, Inc.
6600 N.W. 27th Avenue, Suite 208
Miami, FL 33147

Dr. Albert E. Smith
President
Florida Memorial College
15800 N.W. 42nd Avenue
Miami, Florida 33054

Mr. Nathaniel S. Washington, Sr.
7235 Dostie Drive East
Jacksonville, FL 32209

Mr. Paul R. Wiggins
Senior Vice President
Bank of America
One Financial Plaza, 13th Floor
Ft. Lauderdale, FL 33394

Mr. Richard Wilson, II
7282 Arble Drive
Jacksonville, FL 32211

President FMC National Alumni Association
c/o Florida Memorial College
15800 N.W. 42nd Avenue
Miami, FL 33054

ARTICLE IX. INCORPORATOR.

The name and street address of the person signing these Articles of Incorporation as the

Incorporator is:

Dr. Mary A. O'Banner
Executive Director
Florida Memorial College Foundation, Inc.
15800 N.W. 42nd Avenue
Miami, Florida 33054

ARTICLE X. CONFLICT OF INTEREST.

No contract between this Corporation and another corporation or another individual shall be invalidated by reason of the fact that one or more of the officers or directors of this Corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the officers or directors of this Corporation may be the other individual or individuals contracting with this Corporation.

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of the 20th of December, 2002.

Mary A. O'Banner
DR. MARY A. O'BANNER

STATE OF FLORIDA)
 SS: =
COUNTY OF MIAMI-DADE)

The forgoing instrument was acknowledged before me this 20th day of December 2002. by DR. MARY A. O'BANNER, who (check one) [x] is personally known to me ~~or~~ has produced a Florida drivers license as identification.



Rachel E. Turner
MY COMMISSION # CC922241 EXPIRES
April 28, 2004
BONDED TRUST FARM INSURANCE, INC.

Rachel E. Turner
Notary Public, State of Florida at Large

Print Name Rachel E. Turner
 CC922241

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

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Pursuant to Sections 48.091 and 617.0501, Florida Statutes, the following is submitted,
in compliance with said Sections:

That FLORIDA MEMORIAL COLLEGE FOUNDATION, INC., desiring to organize
under the laws of the State of Florida, has named DR. MARY A. O'BANNER, located at
15800 N.W. 42nd Avenue, Miami, Florida 33054, County of Miami-Dade, State of Florida,
as its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGEMENT:

Having been named as Registered Agent for the Corporation at the place designated in
this Certificate, I hereby agree to act in this capacity, and I am familiar with and accept the
obligations of Section 617.0503, Florida Statutes, as the same may apply to the Corporation;
and I further agree to comply with the provisions of Section 48.091, Florida Statutes, and all
other statutes, all as the same apply to the Corporation relating to the proper and complete
performance of my duties as Registered Agent.

REGISTERED AGENT

Mary A. O'Banner
DR. MARY A. O'BANNER

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