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**ARTICLES OF INCORPORATION
OF
THE FLORIDA INDEPENDENT COLLEGE ALLIANCE, INC.**

We, the undersigned hereby associate ourselves together for the purpose of becoming incorporated under the laws of the State of Florida, applicable to corporations not for profit, and respectfully petition the Secretary of State for approval of such incorporation under the following proposed Articles of Incorporation:

**ARTICLE I
NAME**

The name of this corporation shall be The Florida Independent College Alliance, Inc. (the "corporation"), and its principle place of business shall be located at: 6551 Central Avenue, St. Petersburg, Florida, 33710. The Board of Directors may from time to time move the principal office to any other place or places as may be designated by the Board of Directors.

**ARTICLE II
GENERAL AND SPECIFIC PURPOSES**

This corporation may engage in any lawful act or activity for which a corporation may be organized under the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, provided that the corporation shall be organized and operated exclusively as a business league (a trade and/or professional association) within the meaning of Section 501(c)(6) of the Internal Revenue Code, as amended, supplemented or substituted (the "Code"), or the corresponding provisions of any subsequent U.S. Federal income tax law.

Notwithstanding any other provision in these Articles of Incorporation, the corporation shall not have the power to carry on any activities which will cause it to fail to qualify, or not to continue to qualify as an organization exempt from federal income tax under Section 501(c)(6) of the Code.

This Corporation is organized for the following purposes:

- A. To encourage and assist in the development of educational programs for Florida's private colleges and universities, all within the meaning of Section 501(c)(6) of the Internal Revenue Code;
- B. To develop and coordinate activities of Florida's private colleges and universities for the improvement of business conditions for member institutions, all within the meaning of Section 501(c)(6) of the Internal Revenue Code;
- C. To assist Florida's private colleges and universities in fulfilling their educational missions for the benefit of students, all within the meaning of Section 501(c)(6) of the Internal Revenue Code;
- D. To promote policies, programs and issues of common interest to Florida's private colleges and universities in regard to students and services, all within the meaning of Section 501(c)(6) of the Internal Revenue Code; and,

E. To monitor, analyze, influence, propose, support or oppose legislation or regulations that would directly affect Florida's private colleges and universities, and to engage generally in any amount of legislative activity germane to the common business interests of the members of the corporation, all within the meaning of Section 501(c)(6) of the Internal Revenue Code.

ARTICLE III

USE OF INCOME

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, shareholder 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 furtherance of the purposes set forth in Article Two hereof. The corporation may engage in legislative activities on issues germane to the common business interests of the corporation's members. All revenues received from the conduct of corporation business, and all property within its possession, shall be used solely to defray expenses, compensate employees and maintain the corporation and not for the direct benefit of the members of this corporation, either individually or collectively.

ARTICLE IV

POWERS OF CORPORATION

The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted, by a Board of Directors. The number of Directors of the corporation shall be seven (7), provided, however, that such number may be changed by a bylaw duly adopted by the members. The Directors named herein as the initial Board of Directors shall hold office until the first meeting of the Board at which time an election of Directors shall be held. Said corporation is to have the power to do any and all things necessary or expedient for carrying out the said objects and purposes of the corporation and, in general to possess all rights, privileges, and immunities, and enjoy all the benefits granted to corporations of similar character under the laws of the State of Florida.

ARTICLE V

QUALIFICATION FOR MEMBERSHIP

The membership of this corporation shall at all times consist of persons who are involved in the operation and organization of the affairs of the corporation. The number, terms and qualifications for membership in the corporation shall be set forth in the By-Laws of the corporation. The rights of all members shall be equal. Each member shall be entitled to one vote. Members, and prospective members, must agree to be bound by these Articles, any amendments thereto, and the By-Laws of the corporation, as may be adopted by the Board of Directors from time to time.

ARTICLE VI

TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VII
NAMES OF SUBSCRIBERS

The name and address of the person subscribing to these Articles of Incorporation is as follows:

Sharon Rhoads
6551 Central Avenue
St. Petersburg, Florida 33710

ARTICLE VIII
OFFICERS

The Board of Directors shall elect the following officers: President, Vice President, and Secretary/Treasurer, and such other officers as the By-Laws of this corporation may authorize the Directors to elect from time to time. The officers shall be elected in accordance with the corporation's By-Laws.

ARTICLE IX
BOARD OF DIRECTORS

The Board of Directors of this corporation shall consist of seven (7) members of the corporation, those being the current president, current vice-president, and current secretary/treasurer, and four (4) other members. Each of these members shall be elected by the corporation as provided in the By-Laws, and shall continue in office until the last annual meeting of the next year of the corporation for the election of directors and officers or until their successors shall be elected and qualified, unless there occurs a vacancy by resignation, death or removal. In the event of such contingencies arising, vacancies will be filled as provided for in the By-Laws. The annual meeting of the Board of Directors shall be held as such time as may be provided by the By-Laws in order to receive reports of officers and committees, pass upon the same and turn over the affairs of the corporation to the newly elected Board of Directors. Other meetings may be provided for at regular times or may be called by the Board of Directors. The Board of Directors shall manage the business affairs of this corporation.

The initial Board of Directors of the corporation is as follows:

Mr. Jerry Barnett
c/o 6551 Central Avenue
St. Petersburg, Florida 33710

Mr. Roger Bradley
c/o 6551 Central Avenue
St. Petersburg, Florida 33710

Mr. C.M. Fike
c/o 6551 Central Avenue
St. Petersburg, Florida 33710

Mr. Don Jones
c/o 6551 Central Avenue
St. Petersburg, Florida 33710

Mr. Jim Patch
c/o 6551 Central Avenue
St. Petersburg, Florida 33710

Mr. Mark Pelesh
c/o 6551 Central Avenue
St. Petersburg, Florida 33710

Ms. Sharon Rhoads
c/o 6551 Central Avenue
St. Petersburg, Florida 33710

ARTICLE X
INDEMNIFICATION OF
DIRECTORS OR OFFICERS

The corporation hereby indemnifies any Officer or Director made a part or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

- 1) Whether civil, criminal, administrative or investigative, other than on, by or in the right of the corporation to procure a judgment in its favor, brought to impose a liability or penalty on such person in his or her capacity of Director, Officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he or she served at the request of the corporation, against judgments, fines, amounts paid in settlement and expenses, including attorney's fees, actually and reasonably incurred as a result of such action, suit or proceeding to any appeal therein, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interests of the corporation, and in criminal actions or proceeding, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Director or Officer did not act in good faith in the reasonable belief that such action was in or not opposed to the best interests of the corporation or that he or she had reasonable grounds for belief that such action was unlawful.
- 2) By or in the right of the corporation to procure a judgment in its favor by reason of his or her being or having been a Director or Officer, employee or agent of the corporation, or by reason of his or her being or having been a Director, Officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he or she served at the request of the corporation, against the expenses, including attorney's fees, actually and reasonably incurred by him or her in connection with the defense or settlement of such action, or in connection with the defense or settlement of such action or suit, including any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interests of the corporation,

except that such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his or her duty to the corporation.

- 3) Any indemnification under Section (a) shall be made by the corporation only as authorized in the specific case upon a determination that amounts for which a Director or Officer needs indemnification were properly incurred and that such Director or Officer acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, and that with respect to any criminal proceeding or action, he or she had no reasonable ground for belief that such action was unlawful. The Board of Directors shall make such determination by a majority vote of a quorum consisting of Directors who are not parties to such action, suit or proceeding.
- 4) The corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of Section (a) above upon a preliminary determination by the Board of Directors that such person has met the applicable standard of conduct set forth in Section (a) above, and upon receipt of an undertaking by such person to repay all amounts expended by the corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the corporation as authorized in the Section. If the corporation elects to assume the defense, counsel chosen by it and not objected to in writing for valid reasons by such person shall conduct such defense. In the event the corporation elects to assume the defense of any such person and retain such counsel, such person shall bear the fees and expenses of any additional counsel retained by him or her, unless there are conflicting interests between or among such persons and other parties represented in the same action, suit or proceeding by such counsel retained by such person, in which case the reasonable expenses or such additional representation shall be within the scope of the indemnification intended of such person is ultimately determined to be entitled thereto as authorized in the Section.
- 5) The foregoing rights if indemnification shall not be deemed to limit in any way the powers of the corporation to indemnify under applicable law.

ARTICLE XI **BY-LAWS**

The members of the corporation entitled to vote shall have the right to make and adopt such By-Laws as they shall deem proper and advisable and such By-Laws shall be made, adopted, altered and rescinded pursuant to the procedures outlines in the By-Laws.

ARTICLE XII **AMENDMENTS TO BY-LAWS AND** **ARTICLES OF CORPORATION**

The By-Laws of the corporation and these Articles of Incorporation may be altered, changed or amended by the members of the corporation at any regular business meeting called for that purpose and, if approved, such proposed alteration, change or amendment shall be and form a part of the By-

Laws or Articles of Incorporation. Amendments to the Articles of Incorporation, when approved by the members of the corporation, must also be forwarded to the Secretary of the State of Florida and filed and approved by the Secretary before the same shall become effective.

ARTICLE XIII
RESIDENT AGENT

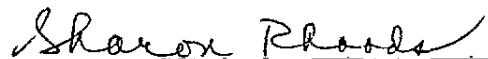
The Resident Agent for the corporation, who shall serve until officially changed, shall be:

Sharon Rhoads
6551 Central Avenue
St. Petersburg, Florida 33710

ARTICLE XIV
DISBURSEMENT OF ASSETS UPON DISSOLUTION

Upon the dissolution of this corporation, all of its assets remaining after payments of all costs and expenses of such dissolution, including residual assets, shall be distributed for one or more exempt purposes within the meaning of section 501(c)(6) of the Internal Revenue Code, including to organizations which have qualified for exemption under 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or to the Federal Government, or to the state or local government, for public purpose, and none of the assets will be distributed to any member, officer, or trustee of this corporation. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principle 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 exclusively for such purposes.

WITNESS the hand and seal of the Incorporator in Leon County, State of Florida, this 9th day of March, 2004.



Sharon Rhoads
6551 Central Avenue
St. Petersburg, Florida 33710

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: The Florida Independent College Alliance, Inc.
2. The name and address of the registered agent and office is:

Sharon Rhoads
6551 Central Avenue
St. Petersburg, Florida 33710

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Sharon Rhoads 3.9.04
(signature) (date)

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