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DIVISION OF CORPORATIONS

CAPITAL CONNECTION

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Art.

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SOUTHEASTERN UNIVERSITY FOUNDATION, INC.
(A CORPORATION NOT FOR PROFIT)**

The undersigned as the Chair of the Board of Directors of Southeastern University Foundation, Inc., hereby executes these Amended and Restated Articles of Incorporation and hereby certifies that the following Amended and Restated Articles of Incorporation were adopted by the Board of Directors and Member of the corporation on November 9, 2012, and the number of votes cast by the Member in favor of the Amended and Restated Articles of Incorporation was sufficient for approval, all in accordance with Chapter 617, Florida Statutes.

**ARTICLE I
NAME**

The name of this corporation shall be SOUTHEASTERN UNIVERSITY FOUNDATION, INC.

**ARTICLE II
PRINCIPAL OFFICE AND ADDRESS**

The address of the principal office of the corporation is 1000 Longfellow Boulevard, Lakeland, Florida 33801, and the mailing address is the same.

**ARTICLE III
PURPOSE**

This corporation is organized as a not for profit corporation under Chapter 617, Florida Statutes, for charitable, religious, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code. The corporation shall be operated for the benefit of SOUTHEASTERN UNIVERSITY, INC., a Florida not for profit corporation (the "University") and has the following purposes: (1) promoting the advancement and further aims and purposes of the

University, including its purpose of furthering Christian education through the establishment of an institution of Christian higher education, and (2) encouraging, soliciting, accepting, holding, managing, administering, applying, holding in trust, and distributing property and funds acquired by gift, grant, bequest, or otherwise for the purposes set forth above. No part of the activities of the corporation shall inure to the benefit of any individual and no substantial part of its activities shall be for the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.

ARTICLE IV **POWERS**

The corporation shall be authorized and empowered to exercise any and all corporate powers conferred by Section 617.0302, Florida Statutes, or the corresponding section of any future Florida law establishing the powers of a not for profit corporation, provided such powers are exercised in a manner that is consistent with, and reasonably necessary and incidental to, the objects and purposes of the corporation, as set forth in Article III hereof. The corporation will possess and may exercise all the powers, rights, and privileges as are now or hereafter may be conferred by law upon not for profit corporations organized under the laws of the State of Florida. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, its rules and regulations, all as amended now or hereafter, or any organization to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code, its rules and regulations, all as amended now or hereafter.

ARTICLE V
DURATION

The corporation was incorporated in Florida on April 21, 2004, and shall have perpetual duration.

ARTICLE VI
REGISTERED OFFICE AND AGENT

The registered office of the corporation shall be located at 1000 Longfellow Boulevard, Lakeland, Florida 33801. The registered agent at said address shall be Delvin R. Chittum.

ARTICLE VII
NO PRIVATE INUREMENT

No part of the net earnings of the corporation shall inure to the benefit of any director, member, trustee, officer of the corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no member, trustee, officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

ARTICLE VIII
DISTRIBUTIONS UPON DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the remaining assets of the corporation to or among the University. If the University is not then in existence, the corporation's remaining assets shall be distributed to one or more organizations that are organized and operated for charitable, scientific, religious, literary, or educational purposes which at that time qualifies as an exempt organization under Section 501(c)(3) of the

Internal Revenue Code and its Regulations as they now exist or as they may be amended.

ARTICLE IX
MEMBERS

The sole member of the corporation is Southeastern University, Inc., a Florida non profit corporation.

ARTICLE X
AMENDMENT

The Articles of Incorporation may be altered, amended or rescinded from time to time as and when approved by at least two-thirds (2/3) of the members of the Board of Directors, provided that at least fifteen (15) days prior written notice has been given to each Director stating the intention to alter, amend, or rescind the Articles of Incorporation at such Board of Directors meeting.

ARTICLE XI
DIRECTORS

The affairs and property of this corporation shall be managed and governed by a Board of Directors, composed of not less than five (5) individuals. The number of Directors may be increased or decreased from time to time in accordance with the bylaws of the corporation; provided that in no event shall the corporation have less than five (5) Directors. The bylaws shall provide the method of election for Directors. The corporation may in its bylaws confer powers upon its Board of Directors in addition to the powers and authorities expressly conferred upon them by statute.

ARTICLE XII
INDEMNIFICATION

To the extent permitted by Florida law, the corporation shall indemnify any officer or director, or any former officer or director, as provided in the bylaws of the corporation.

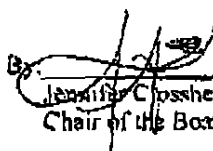
JUN. 18. 2013 3:30PM

CAPITAL CONNECTION

NO. 4499 P. 6

IN WITNESS WHEREOF, the undersigned, as the Chair of the Board of Directors,
hereby execute these Amended and Restated Articles of Incorporation this 28th day of
December, 2012.

SOUTHEASTERN UNIVERSITY
FOUNDATION, INC.
a Florida not for profit corporation



Jennifer Crossley
Chair of the Board of Directors