

N06000002589

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H06000061057 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : JOHNSON, BLAKELY, POPE, BOKER, RUPPEL & BURNS, P.A.
Account Number : 076666002140
Phone : (727) 461-1818
Fax Number : (727) 441-8617

FLORIDA PROFIT/NON PROFIT CORPORATION

NEW COLLEGE OF FLORIDA PROPERTY CORPORATION

Certificate of Status	1
Certified Copy	0
Page Count	04
Estimated Charge	\$78.75

Electronic Filing Menu

Corporate Filing Menu

Help

2006 MAR -7 PM 12:39

FILED

46800.111388

**ARTICLES OF INCORPORATION
OF
NEW COLLEGE OF FLORIDA PROPERTY CORPORATION**

The undersigned hereby forms a corporation not for profit under Chapter 617 of the Florida Statutes, and, for these purposes, does hereby adopt the following Articles of Incorporation.

**ARTICLE I
NAME**

The name of this corporation shall be NEW COLLEGE OF FLORIDA PROPERTY CORPORATION.

**ARTICLE II
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The address of the corporation's principal office and mailing address is 5700 North Tamiami Trail, Sarasota, Florida 34243-2197.

**ARTICLE III
PURPOSES**

The purposes for which the corporation is organized are:

In particular, to support the activities and educational purposes of New College of Florida and of the New College of Florida Development Corporation by assisting in acquiring facilities and constructing facilities on its campus and, in general, furthering its educational mission.

To further the purposes listed above, to do any and all acts and things, and to exercise any and all powers which now or hereafter are lawful for the corporation to do or exercise under and pursuant to Chapter 617, Florida Statutes.

The purposes for which this corporation is organized shall be limited to those which are strictly charitable. In no event shall this corporation engage in any activity which would be contrary to the purposes and activities: (1) permitted to be engaged in by any organization, the activities of which are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986; or (2) of a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations hereunder.

The corporation shall not engage, nor shall any of its funds, property, or income be used, in carrying on propaganda or otherwise attempting to influence legislation, nor shall the corporation participate in or intervene in (including the publishing or distributing of statements)

Prepared By:
A.R. Neal, Esquire
Johnson, Pope, Bokor,
Ruppel & Burns, LLP
911 Chestnut Street
Clearwater, Florida 33756
Bar No 0369152
(727) 461-1818

2006 MAR -7 PM 2:39
RECEIVED
TALLAHASSEE
FLORIDA
(((H06000061057 3)))

((H06000061057 3)))

any political campaign on behalf of any candidate for public office, nor shall the corporation engage in subversive activities.

The corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

No compensation shall be paid to any officer, director, trustee, creator or organizer of the corporation or substantial contributor to it except as a reasonable allowance for services actually rendered to or for the corporation.

The corporation is organized to serve public interests. Accordingly, it shall not be operated for the benefit of private interests.

ARTICLE IV POWERS

The corporation shall have and exercise all powers of a corporation not for profit as the same now exist or may hereinafter exist under the laws of the State of Florida, including but not limited to: the power to facilitate the acquisition (through lease, purchase or otherwise) of property for the construction of facilities (alone or in connection with other entities) for use by the students, faculty and staff of New College of Florida and the general public. No part of the assets, income or profits of the corporation shall be distributable to, or inure to the benefit of, its members, directors or officers or any private individual or entity, except that the corporation shall be authorized and empowered to pay reasonable compensation to its employees for services rendered and to make payments and distributions in the furtherance of the purposes set forth herein. Notwithstanding any other provision hereof, in no event shall the corporation have or exercise any power which would cause it not to qualify as a tax-exempt organization under Section 501(c)(3) or Section 170 of the Internal Revenue Code of 1986, as amended, and the applicable rules and regulations thereunder, nor shall the corporation conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income taxation under Section 501(c)(3) of the Code or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE V MEMBERS

This corporation's sole Member shall be New College of Florida Development Corporation, herein referred to as "Member."

ARTICLE VI TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE VII DIRECTORS AND THE MANNER OF ELECTION OF DIRECTORS

The corporation shall be managed by or under the direction of a Board of Directors. At all times, there shall be at least five but no more than seven members of the Board of Directors. The Board of Directors shall carry out the purposes of the corporation in compliance with these

Articles of Incorporation and the corporation's Bylaws. The method of appointment or election of directors shall be as stated in the Bylaws of this corporation.

ARTICLE VIII BYLAWS

The Bylaws of the corporation shall be initially approved by a majority vote of the Board of Directors, and thereafter may be altered or rescinded by a majority vote of the Directors at the annual meeting of the Directors or at a duly called meeting of the Directors in accordance with the Bylaws.

ARTICLE IX AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE X DISSOLUTION

In the event of dissolution of the corporation, the winding up of its affairs, or other liquidation of its assets, the corporation's property shall not be conveyed to any organization created or operated for profit or to any individual, and all assets remaining after the payment of the corporation's debts shall be conveyed or distributed at the direction of the then Directors of the corporation to the Board of Trustees, or if such organization has ceased to exist, to New College of Florida, or if such organization has ceased to exist, to such other organization or organizations that are exempt from federal income tax under Section 501(c)(3) of the Code as directed by the Board of Governors of the State of Florida.

ARTICLE XI OFFICERS

The name and address of the officer who shall serve, until his successors are designated by the Board of Directors are as follows:

John Martin
Executive Director/Secretary/Treasurer
5700 North Tamiami Trail
Sarasota, Florida 34243-2197

ARTICLE XII DIRECTORS

The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

Mickey Presha, Chair 5700 North Tamiami Trail
Sarasota, Florida 34243-2197

John Martin 5700 North Tamiami Trail
Sarasota, Florida 34243-2197

Gordon Michalson 5700 North Tamiami Trail
Sarasota, Florida 34243-2197

Bradford Baker 5700 North Tamiami Trail
Sarasota, Florida 34243-2197

**ARTICLE XIII
INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and street address of the initial registered agent are A.R. Neal, 911 Chestnut Street, Clearwater, Florida 33756.

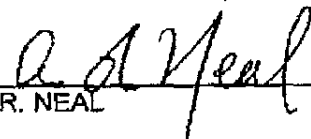
**ARTICLE XIV
INCORPORATOR**

The name and street address of the incorporator for these Articles of Incorporation are A.R. Neal, 911 Chestnut Street, Clearwater, Florida 33756.

**ARTICLE XV
INDEMNIFICATION**

Directors, officers, employees and agents of the corporation shall be indemnified to the full extent permitted by Florida law.

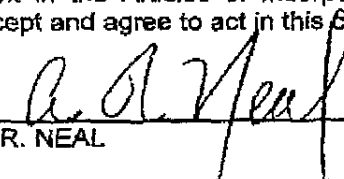
IN WITNESS WHEREOF, I have set my hand and seal this 7th day of March, 2006.


A.R. NEAL

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the Registered Agent in the Articles of Incorporation of New College of Florida Property Corporation, I hereby accept and agree to act in this capacity.

Dated: March 7, 2006


A.R. NEAL

#368433 v1 - NEW COLLEGE OF FLORIDA Articles