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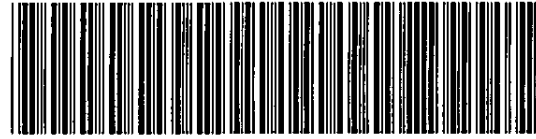
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
06 OCT 23 AM 10:13

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: DeCarteret College Alumni Association
of Florida, Inc.

DOCUMENT NUMBER: N06000006271

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Tanya T. Williams
(Name of Contact Person)

Law office of Tanya T. Williams
(Firm/ Company)

99 NW 183 Street, Suite 114
(Address)

Miami Gardens, FL 33169
(City/ State and Zip Code)

For further information concerning this matter, please call:

Tanya T. Williams at (305) 405-6114
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|--|---|---|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input type="checkbox"/> \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed) |
|--|---|---|--|

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Article II, Article III, Article IV, and Article VII are being amended.

The following articles are also being added: Articles VIII, IX and X.

(See First Amended and Restated Articles of Incorporation for Decatur College Alumni Association of Florida, Inc. attached hereto).

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
06 OCT 23 AM 10:13

**FIRST AMENDED
AND RESTATED
ARTICLES OF INCORPORATION
FOR
DÉCARTERET COLLEGE ALUMNI ASSOCIATION OF FLORIDA, INC.
a Florida not-for-profit corporation**

Pursuant to the provisions of Chapter 617, Florida Statutes, the undersigned Florida nonprofit corporation, by and through its Incorporator and President, hereby adopts and files its First Amended and Restated Articles of Incorporation, with the intention that this First Amended and Restated Articles of Incorporation shall replace in its entirety the articles of incorporation previously filed on June 12, 2006 (# N06000006271).

The undersigned incorporator and president hereby both certify that: (a) there are no members other than initial Board of Directors and officers named herein; and (b) the following First Amended and Restated Articles of Incorporation was adopted by at least a two-thirds (2/3) majority of all votes cast by directors and officers at a meeting of held on September 23, 2006.

Accordingly, the undersigned incorporator, director(s) and president, for the purpose of forming a Florida not-for-profit corporation, hereby both certify and adopt the following First Amended and Restated Articles of Incorporation as the Articles of Incorporation for the undersigned corporation:

ARTICLE I: Name

The name of the corporation is:

DéCarteret College Alumni Association of Florida, Inc.

ARTICLE II: Address

The principal place of business address is:

99 NW 183 Street, Suite 114, Miami Gardens, FL 33169.

The mailing address of the corporation is:

18520 N.W. 67 Ave, Suite 223, Miami Lakes, FL 33015.

ARTICLE III: Purpose

DéCarteret College Alumni Association of Florida, Inc. (hereinafter referred to as "Corporation") is a not-for-profit corporation, formed to qualify as an exempt organization under section 501(c) (3) of the Internal Revenue Code of 1986 or corresponding section of any future federal tax code. The Corporation is organized and shall operate exclusively for charitable, educational, cultural and others purposes described in and within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986, as amended. The Corporation may engage in only such activities as are permitted under the laws of the State of Florida and the United States of America, which shall constitute activities in furtherance of such exempt purposes.

In furtherance of such purposes, the Corporation may (i) promote, establish, conduct and maintain activities on its own behalf; (ii) foster a spirit of support and fellowship among the

graduates, formers students and friends of DéCarteret College High School; (iii) promote, foster and encourage the continued good standing of DéCarteret College; (iv) promote and/or support the general welfare and interest of DéCarteret College; and/or (v) contribute to or otherwise assist other corporations, organizations and institutions carrying on exempt activities.

As a means of and incidental to accomplishing the purposes for which this Corporation is being organized, it shall have the following powers:

- a. To accept, acquire, receive and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever nature or description and wherever situated;
- b. To sell, exchange, convey, mortgage, lease, transfer or otherwise dispose of any such property, both real and personal, as the objects and purposes of the Corporation may require, subject to such limitations as may be prescribed by law;
- c. To borrow money and, from time to time, to make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange and other obligations of the Corporation for monies borrowed or in payment for property acquired or for any of the other purposes of the Corporation, and to secure the payment of any such obligations by mortgages, pledge, deed, indenture, agreement or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the Corporation, wheresoever situated;
- d. To invest or reinvest its funds in such stocks, bonds, debentures, mortgages or other investments or securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift;
- e. To serve as trustee of any property, real or personal, wheresoever situated either within or without the State of Florida;
- f. In general, to exercise such other powers which now are or which hereafter may be conferred by law upon a Corporation organized for the purposes herein above set forth or necessary or incidental to the powers so conferred or conducive to the attainment of the purposes of the Corporation, subject to such limitations as are or may be prescribed by law.

Notwithstanding anything herein to the contrary, this Corporation may exercise any and all (*but no other*) powers in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its Regulations as the same now exist, or as they may be hereafter amended from time to time.

No part of the income or principal of this Corporation shall inure to the benefit of or be distributed to any member, director or officer of the Corporation or any other private individual in such a fashion as to constitute an application of funds not within the purpose of exempt organizations described in Section 501(c) (3) of the Internal Revenue Code of 1986, as amended. However, the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, to make reimbursements for expenditures made, and to make payments

and distributions in furtherance of the purposes set forth herein; reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal.

No substantial part of the activities of the Corporation shall be 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

ARTICLE IV: No stocks

This Corporation is organized upon a non-stock basis as defined in Section 617.011, Florida Statutes.

ARTICLE V: Registered Agent

The name and Florida street address of the registered agent is:

Tanya T. Williams
99 N.W. 183 Street, Suite 114
Miami Gardens, FL 33169

ARTICLE VI: Incorporator.

The name and address of the Incorporator is:

Tanya T. Williams
99 N.W. 183 Street, Suite 114
Miami Gardens, FL 33169

ARTICLE VII: Directors and Officers

The names and addresses of the members of the **Board of Directors** who shall serve until their successors are elected are:

Godfrey Comrie
18520 N.W. 67 Ave., Suite 223
Miami Lakes, Fl 33015

Collie Smith
18520 N.W. 67 Ave., Suite 223
Miami Lakes, Fl 33015

Paul Chin-quee
18520 N.W. 67 Ave., Suite 223
Miami Lakes, Fl 33015

Tanya T. Williams
18520 N.W. 67 Ave., Suite 223
Miami Lakes, FL 33015

Kenroy Archibald
18520 N.W. 67 Ave., Suite 223
Miami Lakes, Fl 33015

Successors shall be elected pursuant to the By-laws of the Corporation. The number of directors may be increased or diminished from time to time in accordance with the By-laws, but shall never be less than three (3). Directors' duties and length of their term(s) and any other matters concerning or relating to Directors shall be as provided in the Bylaws.

The names and addresses of the members of the **Officers** who shall serve until their successors are elected are:

President: Godfrey Comrie
8520 N.W. 67 Ave.
Suite 223
Miami Lakes, FL 33015

Vice-President: Paul Chin-quee
8520 N.W. 67 Ave.
Suite 223
Miami Lakes, FL 33015

Treasurer: Vincent McLaughlin
18520 N.W. 67 Ave.
Suite 223
Miami Lakes, FL 33015

Secretary: Tanya T. Williams
18520 N.W. 67 Ave.
Suite 223
Miami Lakes, FL 33015

Successors shall be elected pursuant to the By-laws of the Corporation. Officers' duties and length of their term(s), the creation of committees and other officer position(s), and any other matters concerning or relating to officers and committees shall be as provided in the Bylaws.

ARTICLE VIII: Membership

Members of the Corporation shall be former students of DeCarteret College High School, unless the Bylaws shall provide otherwise. Voting rights and other rights and privileges, due and assessments, if any and other matters concerning or relating to membership will be as provided in the Bylaws.

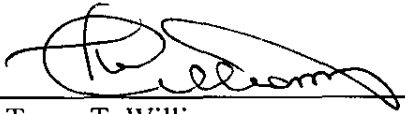
ARTICLE IX: Dissolution

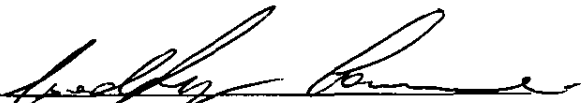
This Corporation shall exist perpetually. *However*, in the event of the complete or partial liquidation or dissolution of the Corporation, whether voluntary or involuntary, no member, director or officer shall be entitled to any distribution or division of the Corporation's property or proceeds there from. The balance of all money and other property received by the Corporation from any source, after the payment of all debts and obligations of the Corporation, shall be used or distributed, subject to the order of the Circuit Court of the State of Florida, as provided by law, exclusively to an organization or organizations which themselves are exempt organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended (or corresponding sections of any prior or future law), or to the federal, state or local government for exclusively public purposes.

ARTICLE X: Bylaws

The By-laws of this corporation may only be made, altered or rescinded by a majority vote of the voting members, unless all of the voting members sign a written statement manifesting their intention that the By-laws be made, altered or rescinded.

IN WITNESS WHEREOF, the undersigned has subscribed to this *First Amended and Restated Articles of Incorporation* at Miami, Florida, this 17 day of October, 2006.

By: 
Tanya T. Williams
Incorporator, Director & Secretary

By: 
Godfrey Comrie
Director & President

**CERTIFICATE DESIGNATING OFFICE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, AND
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

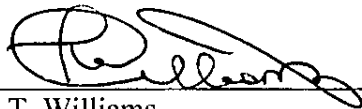
Pursuant to Section 617.0202 and Section 617.0501, Florida Statutes, the following is submitted, in compliance with the Florida Not For Profit Corporation Act.

DèCarteret College Alumni Corporation of Florida, Inc., desiring to organize under the laws of the State of Florida, with its principal office at 99 NW 183 Street, Suite 114, Miami Gardens, FL 33169, has named Tanya T. Williams, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named as registered agent to accept service of process for the above stated Corporation, at the place designated in this certificate, I, Tanya T. Williams, am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Date: October 17, 2006

By: 
Tanya T. Williams
Registered Agent