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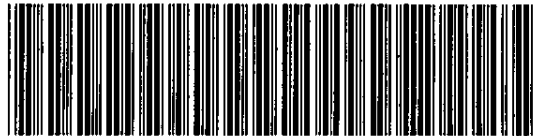
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FILED

2008 JAN 14 PM 4: 25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch JAN 15 2008

JAN 15 2008

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Friends of Springfield College Tampa Bay Campus Fund, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Michael W. Cooper
Name (Printed or typed)

14809 Daisy Lane
Address

Tampa, FL 33613
City, State & Zip

813.960.0825
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
FRIENDS OF SPRINGFIELD COLLEGE TAMPA BAY CAMPUS
FUND, INC.**

ARTICLE I

Name

The name of this corporation is FRIENDS OF SPRINGFIELD COLLEGE TAMPA BAY CAMPUS FUND, INC. The address of the principal office and mailing address of the corporation is 225 W. Busch Boulevard, Tampa, FL 33612.

ARTICLE II

Corporate Name

This is a nonprofit corporation, organized solely for general educational and charitable purposes pursuant to the Florida Corporations Not For Profit Law set forth in Chapter 617 of the Florida Statutes.

ARTICLE III

Duration

The term of existence of the corporation is perpetual.

ARTICLE IV

General and Specific Purposes

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Section 1. Name. The name of this corporation is Friends of Springfield College Tampa Bay Campus Fund, Inc. The address of the principal office and mailing address of the corporation is 225 W. Busch Boulevard, Tampa, FL 33612.

Section 2. Corporate Nature. This is a nonprofit corporation, organized solely for general educational, scientific and charitable purposes pursuant to the Florida Corporations Not For Profit Law set forth in Chapter 617 of the Florida Statutes.

Section 3. Duration. The term of existence of the corporation is perpetual.

Section 4. General and Specific Purposes. The specific and primary purposes for which this corporation is formed are:

A. To create, coordinate, and conduct fundraising activities that assist adult learners through scholarship awards and/or financial assistance; and to otherwise contribute to improving the overall learning experience for those enrolled at Springfield College – Tampa Bay Campus.

B. To operate exclusively in any manner for such charitable and educational purposes as will qualify it as an exempt organization under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under

the internal Revenue Code, as amended, including private foundations and private operating foundations.

C. To operate exclusively in any manner for such charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

ARTICLE V

Management of Corporate Affairs

The manner in which the directors of the corporation shall be elected and the terms they shall serve shall be set forth in the bylaws of the corporation.

ARTICLE VI

Earnings and Activities of Corporation

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, officers 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 IV hereof.

B. 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 any candidate for public office.

C. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

D. Notwithstanding any other provisions 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 VII

Distribution of Assets

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for educational, scientific and charitable purposes as shall at any time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII

Membership

This corporation shall not have members.

ARTICLE IX

Incorporator

The name of the Incorporator of this corporation is MICHAEL COOPER and his address is 14809 Daisy Lane, Tampa, Florida 33613.

ARTICLE X

Dedication of Assets

The property of this corporation is irrevocably dedicated to educational, scientific and charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director or officer thereof, or to the benefit of any private individual.

ARTICLE XI

Registered Agent and Office

The address of the corporation's registered office shall be 225 W. Busch Boulevard, Tampa, FL 33612, and the name at the said address of its registered agent shall be MICHAEL W. COOPER.


ARTICLE XII

Amendment of Articles

Amendments to these Amended and Restate Articles of Incorporation may occur by an amendment approved by the Board of Directors.

THE UNDERSIGNED, being the incorporator of this corporation, for the purposes of forming this nonprofit corporation under the laws of the State

of Florida, has executed these Amended and Restate Articles of Incorporation, this 11 day of January, 2008.


MICHAEL W. COOPER, Incorporator


STATE OF FLORIDA)
COUNTY OF HILLSBOROUGH)

BEFORE ME, the undersigned authority, personally appeared MICHAEL W. COOPER, who is personally known to me to be the person who executed the foregoing Articles of Incorporation and who acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 11 day of January, 2008.



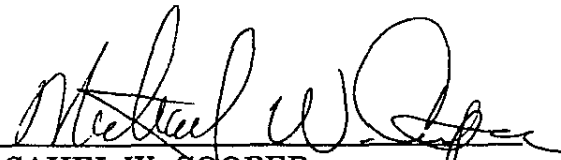
Rae C. Grenevicki
Commission #DD314445
Expires: Apr 28, 2008
Bonded Thru
Atlantic Bonding Co., Inc.


NOTARY PUBLIC, State of Florida

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, MICHAEL W. COOPER, am familiar with and hereby accept the appointment as Registered Agent for FRIENDS OF SPRINGFIELD COLLEGE TAMPA BAY FUND, INC, as set forth in its Articles of Incorporation being filed simultaneously herewith.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 11 day of January, 2008.


MICHAEL W. COOPER