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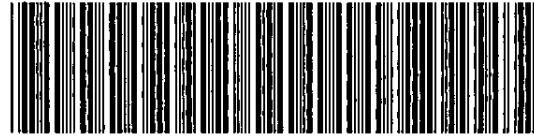
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DIVISION OF CORPORATIONS
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Amended/CC
Restated
⑩ 5/24/12

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: DUTCH AMERICAN UNIVERSITY FOUNDATION, INC.

DOCUMENT NUMBER: N12000004918

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

Please return all correspondence concerning this matter to the following:

AARON M. TEITELBAUM
(Name of Contact Person)

REGISTERED AGENT, DUTCH AMERICAN UNIVERSITY FOUNDATION, INC.
(Firm/ Company)

P.O. BOX 950434
(Address)

LAKE MARY, FLORIDA 32795
(City/ State and Zip Code)

aaron.teitelbaum@yahoo.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

AARON M. TEITELBAUM at 407 687-4539
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

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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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 MAY 23 PM 1:21

Amended and Restated Articles of Incorporation
Of Dutch American University Foundation, Inc.
(A corporation not-for-profit)

State of Florida
County of Seminole

WE, the undersigned, hereby certify that we are, respectively, Chairman, President, Vice President, Secretary, and Treasurer of the DUTCH AMERICAN UNIVERSITY FOUNDATION, INC., a corporation not-for-profit, organized and existing under and by virtue of Chapter 617, Florida Statutes, and having its principle place of business in Seminole County, State of Florida, on the 11th day of May, 2012 of which was duly given to all Trustees, Directors, and Officers entitled to such notice, to which the following resolution was offered and adopted by the vote two-thirds (2/3) of all Officers present.

BE IT RESOLVED, that the ARTICLES OF INCORPORATION of the DUTCH AMERICAN UNIVERSITY FOUNDATION, INC., a corporation not-for-profit, be amended and restated to read as follows:

ARTICLE I

NAME AND LOCATION

The name of the Corporation shall be DUTCH AMERICAN UNIVERSITY FOUNDATION, INC., (herein after "Foundation"). The principle offices of the Foundation shall be located at 1000 Executive Drive in the city of Oviedo, County of Seminole and State of Florida, although the corporation may maintain offices elsewhere.

ARTICLE II

OBJECT

The general object and existence of the Foundation is to provide charitable and educational aid in the form of money, and other forms of property and services to Dutch American University and persons, associations and corporations associated therewith; to promote education and other related activities of the said University; to encourage scientific research, learning and dissemination of information in which said University is carrying on activities.

All references in the Articles to the Dutch American University shall be deemed to include any successor university in the same location, regardless of name.

ARTICLE III

POWERS

In addition to all other corporate powers provided by law and in furtherance of the objectives described above but not in limitation thereof, the Foundation shall have the power to:

- a) Have succession by its corporate name for a period set forth in the Articles of Incorporation.
- b) Sue and be sued and appear and defend in all actions in proceedings in its corporate name to the same extent of a natural person.
- c) Adopt and use common corporate seal and alter the same.
- d) Elect or appoint such officers and agents and its affairs require and allow them reasonable compensation, provided that members of the Board of Trustees will receive no compensation for such services.
- e) Adopt, change, amend and repeal Bylaws not consistent with law or its Articles of Incorporation for the administration of the affairs of the Foundation and the exercise of its corporate powers.
- f) Increase, by majority vote of its members cast as the Bylaws may direct, the number of its trustees so that the number may be no less than five (5) elected members, but may be any number in excess thereof.
- g) Make contracts and incur liabilities, borrow money at such rates of interest as the Foundation may determine, issue its notes, bonds and other obligations and secure any of its obligations by mortgage and pledge all or any of its property, franchise or income.
- h) Conduct its affairs, carry on its operations and have offices and exercise the powers granted by Florida law in any state, territory, district or possession of the United States or any foreign country.
- i) Purchase, take, receive, lease, take by gift, devise or bequest or otherwise acquire, own, hold, improve, use or otherwise deal in or with real or personal property or any interest therein wherever situated, including the power to act as and to perform the duties or to act in any other fiduciary capacity under

deed, trust, will, codicil, agreement, or other instrument, and to obligate itself to perform the conditions of such trusts, provided the Foundation has either a beneficial, contingent or remainder interest in the property.

- j) Acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses and other rights or interests thereunder or therein.
- k) Sell, convey, mortgage, pledge, lease, exchange, transfer, or otherwise dispose of all or any part of its property or assets.
- l) Purchase, take, receive, subscribe for or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise use deal in and with shares and interests in or obligations or other domestic or foreign corporations, whether for-profit or not-for-profit, associations, partnerships or individuals, or direct or indirect obligation of the United States or of any other government, state, territory, government district, municipality or of any instrumentality thereof.
- m) Lend money for its corporate purpose, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned or invested.
- n) Make and receive donations for the public welfare of religious, charitable, scientific, educational or other similar purposes.
- o) Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Foundation is organized.
- p) Merge and consolidate with corporate not-for-profits, domestic and foreign, provided that the surviving corporation is a corporation not-for-profit.

ARTICLE IV

MEMBERSHIP

Section 1: Members. The officers of the Foundation shall have the rights and privileges as are set forth in the Bylaws, and shall be the sole voting members of the Foundation.

Section 2: Other Members. The Bylaws may provide for one or more classes of other members, who shall be appointed in such manner and who shall have the rights and privileges as are set forth in the Bylaws but who shall not have the right to vote.

ARTICLE V

MANAGEMENT

Section 1: The affairs of the Foundation shall be managed by the officers and shall be composed of at least five (5), but not more than ten (10) as provided in the Bylaws. The officers of the Foundation shall be a Chairman of the Board, a President, a Vice President, a Secretary, a Treasurer and such other officers as may be provided in the Bylaws. The president and other officers of the Foundation shall be elected and appointed by majority vote (2/3) in the manner provided in the Bylaws.

Section 2: N/A

Section 3: The names and addresses of the present officers are:

David Teitelbaum, M.D., Chairman

2270 Foliage Oak Terrace
Oviedo, Florida, 32766

Samuel Del Rio, M.D., President

590 Apache Trail
Merritt Island, Florida, 32953

Raul Rodas, D.O., Vice President

755 Stirling Center Place
Lake Mary, Florida, 32746

Keith Mastromauro, Secretary

329 Hazeltine Drive
DeBary, Florida, 32713

Peter J. Frueler, C.P.A., Treasurer

231 N. John Young Parkway
Kissimmee, Florida, 34741

ARTICLE VI

BYLAWS AND AMENDMENTS TO THE ARTICLES OF INCORPORATION

The Bylaws of the Foundation may be amended or repealed and additional Bylaws added or adopted by a majority vote of the appointed officers, as the sole voting members of the Foundation, and in all instances subject to written concurrence of the President of the Dutch American University, provided, however, that notice thereof, which shall include the text of the change in the Bylaws, has been furnished in writing to each officer of the Foundation at least ten (10) days prior to the meeting at which such change in the Bylaws is to be voted upon.

The Articles of Incorporation of the Foundation may be amended or additional provisions added or adopted by a two-thirds (2/3) vote of the appointed officers of the Foundation or voting by proxy at any meeting thereof, and in all instances subject to the written concurrence of the President of the Dutch American University provided, however, that notice thereof, which shall include the text of the change in the Articles of Incorporation, has been furnished in writing to each officer of the Foundation at least ten (10) days prior to the meeting at which such change in the Articles of Incorporation is to be voted upon.

ARTICLE VII

GENERAL

All income and assets of the Foundation above necessary expenses shall be administered solely and exclusively for the corporate purposes selected by the Foundation.

The Foundation shall have no capital stock and shall not pay dividends. In addition, no part of the income of the Foundation shall be distributed to its Subscribers, Trustees, officers or members, provided that the Foundation may reimburse appropriate costs in a reasonable amount to its Subscribers, Trustees, officers and members for services rendered which are unrelated to their Board duties and such other appropriate costs in a reasonable amount as may be approved by the Foundation.

ARTICLE VIII

REGISTERED OFFICE AND REGISTERED AGENT

The Foundation hereby affirms the location of its registered office to be 1000 Executive Drive, Ste. 3, Oviedo, Florida, 32765, and hereby affirms that Aaron M. Teitelbaum is the Registered Agent of the Foundation, to accept process within this State, to serve in such capacity until a successor is selected and duly designated.

ARTICLE IX

IDEMNIFICATION

The Foundation shall indemnify any Trustee, officer or employee of the Foundation or any former Trustee, officer or employee of the Foundation, to the full extent permitted and set forth in the Florida General Corporation Act.

ARTICLE X

PRHIBITED ACTIVITIES

The Foundation shall not:

- a) Attempt to influence legislation as a substantial part of its activities.
- b) Allow any part of its income to inure to the benefit of Trustees, officers or members of the Foundation, or to any other individuals except in the furtherance of its charitable purposes.
- c) Participate or intervene in any political campaign for or against any candidate for public office.
- d) Conduct any activity not permitted to be carried on by organizations exempt under 501(c) (3) of the Internal Revenue Code of 1954, as amended, and its regulations as they now exist or as they may hereinafter be amended, or by any organization, contributions to which are deductible under Section 170 (c) (2) of such Code and regulations as they now exist or as they may hereinafter be amended.

ARTICLE XI

DEDICATION OF ASSETS


The Foundations dedicates all assets, which it may acquire to the charitable purposes set forth in Article II hereof. In the event that the Foundation shall dissolve or otherwise terminate its corporate existence, subject to the provisions of Chapter 617, Florida Statutes, the Foundation shall distribute all its existing net assets to one or more charitable organizations which themselves are exempt as organizations described in Sections 501(c) (3) and 170(c) (3) of the Internal Revenue Code of 1954, as amended, or corresponding sections of any prior or future law or to the Federal government or to state or local government for exclusive public purpose; provided that the receipt of recipients of the distribution shall be approved by the Foundation.

to

of

N12000004918

FEI-45-5272386

- 
of Chairman, President, Vice President or other

Date _____