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FLORIDA PROFIT/NON PROFIT CORPORATION
Seminole State College of Florida Housing Corporation

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TALLAHASSEE, FL

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**ARTICLES OF INCORPORATION OF
SEMINOLE STATE COLLEGE OF FLORIDA HOUSING 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 the corporation shall be: SEMINOLE STATE COLLEGE OF FLORIDA HOUSING CORPORATION (the "Corporation").

ARTICLE II - PURPOSES

This Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

The Corporation will receive, hold, invest, and administer property and make expenditures to or for the exclusive benefit of Seminole State College of Florida. The Corporation shall be organized and operate as a "Florida College System institution direct-support organization" as defined in Section 1004.70, Florida Statutes, as may be amended or supplemented. The Corporation shall provide residential housing services and other services ancillary to residential housing to students of Seminole State College of Florida. In general, the Corporation shall do any and all acts and things, and exercise any and all powers which now or hereafter are lawful for the Corporation to do or exercise under and pursuant to the laws of the State of Florida for the purpose of accomplishing any of the purposes of the Corporation.

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 thereunder.

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 distributing of statements) any political campaign on behalf of any candidate for public office. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, directors 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 herein, including reimbursing actual expenditures in

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accordance with the laws of the State of Florida and the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

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.

ARTICLE III - POWERS

The Corporation shall have all the powers granted to not for profit corporations under the laws of the State of Florida which are necessary or convenient to effect any and all purposes for which the Corporation is organized. Such powers include the power to receive, accept, use, hold, manage, and dispose of all types of real and personal property given, transferred, devised, or bequeathed to it, in trust or otherwise, for the purposes described above and for any purposes incidental thereto, and the power to borrow money and pledge real or personal property as collateral, for the purposes described above and for any purposes incidental thereto. In no event, however, 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 hereafter amended, and the applicable rules and regulations thereunder; nor shall the Corporation engage directly or indirectly in any activity which would cause the loss of such qualification.

ARTICLE IV - MEMBERS

This Corporation shall have no Members.

ARTICLE V - TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE VI - OFFICERS AND DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors and managed on a day-to-day basis by officers elected by a majority vote of the Board of Directors. Any member of the Board of Directors may serve as an officer of the Corporation. An officer of the Corporation may hold one or more offices with the Corporation simultaneously, except as prohibited by the Bylaws of the Corporation or the laws of the State of Florida or the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder. The officers of the Corporation shall consist of a President, Secretary and Treasurer, or such other positions and in such number as specified in the Bylaws of the Corporation. Such other officers and assistant officers and agents (including but not limited to Assistant Secretaries and Assistant Treasurers) as may be deemed necessary may be elected or appointed by the Board of Directors from time to time. The number of officers, length of terms to be served, qualifications, manner of election and removal of officers shall be set forth in the Bylaws of this Corporation.

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ARTICLE VII - BOARD OF DIRECTORS

The number of persons constituting the first Board of Directors shall be three (3); provided, however, that the number of directors may be modified as provided for in the Corporation's Bylaws, but shall never be less than three (3). The names and addresses of the persons who are to serve as directors until the first election under these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Georgia L. Lorenz	100 Weldon Boulevard Sanford, FL 32773
Dick T. Hamann	100 Weldon Boulevard Sanford, FL 32773
John A. Gyllin	100 Weldon Boulevard Sanford, FL 32773

The length of terms to be served, powers, qualifications, number of Directors and the manner of their election and removal shall be set forth in the Bylaws of this Corporation.

ARTICLE VIII - BYLAWS

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

ARTICLE IX - AMENDMENTS TO THE ARTICLES OF INCORPORATION

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

ARTICLE X - DISSOLUTION

In the event of the dissolution of the Corporation, the winding up of its affairs, the decertification of the Corporation as a direct support organization by the District Board of Trustees of Seminole State College of Florida, 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 District Board of Trustees of Seminole State College of Florida. If that organization has ceased to exist, all assets remaining shall be transferred to such other organization or organizations that are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 as directed by the State Board of Education of the State of Florida, or the successor to the State Board of Education if such board no longer exists.

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ARTICLE XI - REGISTERED OFFICE AND AGENT

The street address of the registered office of this Corporation shall be:

100 Weldon Boulevard
Sanford, FL 32773

The name of the registered agent of this Corporation shall be:

Dr. Georgia L. Lorenz

**ARTICLE XII - CORPORATION'S PRINCIPAL OFFICE
AND/OR MAILING ADDRESS**

The principal office and/or mailing address of this Corporation shall be:

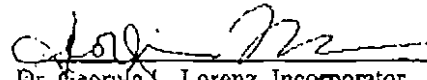
100 Weldon Boulevard
Sanford, FL 32773

ARTICLE XIII - INCORPORATOR

The following is the name and street address of the incorporator who signed the original Articles of Incorporation:

Dr. Georgia L. Lorenz
100 Weldon Boulevard
Sanford, FL 32773


IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation,
this 5th day of February, 2019.


Dr. Georgia L. Lorenz, Incorporator

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CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

The undersigned, having been named as Registered Agent and to accept service of process for the above stated Corporation at the place designated in the foregoing Articles of Incorporation, hereby accepts this appointment as such Registered Agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties. The undersigned further certifies that the undersigned is familiar with and accepts the obligations of such position as Registered Agent.


Dr. Georgia L. Lorenz