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FLORIDA PROFIT/NON PROFIT CORPORATION
Private Colleges and Universities of Florida, Inc.

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**ARTICLES OF INCORPORATION
OF
PRIVATE COLLEGES AND UNIVERSITIES OF FLORIDA, INC.
(A CORPORATION NOT FOR PROFIT)**

The undersigned acknowledges and files in the office of the Department of State of Florida, for the purposes of forming a corporation not for profit in accordance with the laws of the State of Florida, these Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation is Private Colleges and Universities of Florida, Inc.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the corporation is 4200 54th Avenue South, St. Petersburg, Florida 33711, Attn: John Sullivan Admissions Office/PCUP.

**ARTICLE III
PURPOSE**

The corporation is organized exclusively for charitable, religious, educational, or scientific purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, as amended, and to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof. 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. The corporation shall not be used to gain pecuniary profit for its members or to engage in any acts prohibited by Chapter 617, Florida Statutes.

**ARTICLE IV
POWERS**

The corporation shall be authorized and empowered to exercise any and all corporate powers conferred by Section 617.0302, Florida Statutes, as may be amended from time to time, provided such powers are exercised in a manner that is consistent with, and reasonably necessary and incidental to, the objects and purposes of the corporation set forth in Article III above. Notwithstanding any other provision of these Articles of Incorporation, the corporation will not exercise any powers or engage in any activities, other than to an insubstantial extent, that in themselves are not in furtherance of: (i) Section 501(c)(3) of the Internal Revenue Code, its rules and regulations, all as amended now or hereafter; (ii) Section 170(c)(2) of the Internal Revenue Code, its rules and regulations, all as amended now or hereafter; or (iii) the purposes of the corporation, as set forth herein.

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ARTICLE V
DURATION

The corporation shall commence existence on the filing of these Articles of Incorporation, and shall have perpetual duration.

ARTICLE VI
REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of the corporation shall be located at 4200 54th Avenue South, St. Petersburg, Florida 33711. The initial registered agent at the address shall be John Sullivan.

ARTICLE VII
INCORPORATOR

The name and address of the incorporator is:

NAME:

Gene McDonnell

ADDRESS:

2400 Interstate Drive
Lakeland, Florida 33805

ARTICLE VIII
NO PRIVATE INUREMENT

No part of the net earnings of the corporation shall inure to the benefit of any director, member, trustee, or officer of the corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no member, trustee, officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

ARTICLE IX
DISTRIBUTIONS UPON DISSOLUTION

Upon the dissolution of the corporation, assets remaining after paying or making provision for the payment of all the liabilities of the corporation shall be distributed exclusively for the purposes of the corporation or for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code to a charitable, scientific, religious, literary, or educational organization which at that time qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended.

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**ARTICLE X
DIRECTORS**

The affairs and property of this corporation shall be managed and governed by a Board of Directors, composed of not less than three (3) individuals. The number of Directors may thereafter be increased or decreased from time to time in accordance with the bylaws of the corporation; provided that in no event shall the corporation have less than three (3) Directors.

The Board of Directors may, by resolution or resolutions, passed by a majority of the Board, designate one or more committees, which to the extent provided in said resolution or resolutions or in the bylaws of the corporation shall have and may exercise all the powers of the Board of Directors in the management of the activities and affairs of the corporation and may have the power to authorize the seal of the corporation to be affixed to all papers which may require it; and such committee or committees shall have such name or names as may be stated in the bylaws of the corporation or may be determined from time to time by resolutions adopted by the Board of Directors.

The corporation may in its bylaws confer powers upon its Board of Directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon them by statute.

The following individuals shall constitute the initial Board of Directors:

| <u>TITLE</u> | <u>NAME</u> | <u>ADDRESS</u> |
|--------------|----------------|---------------------------------------------------------------------|
| Board Member | Brent Benner | 401 West Kennedy Boulevard Tampa, Florida 33606 |
| Board Member | Gene McDonnell | 2400 Interstate Drive Lakeland, Florida 33805 |
| Board Member | John Sullivan | 4200 54 th Avenue South St. Petersburg, Florida 33711 |

For the purpose of forming this corporation not for profit under the laws of the State of Florida, I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for Section 817.155, Florida Statutes.

INCORPORATOR:


GENE MCDONNELL

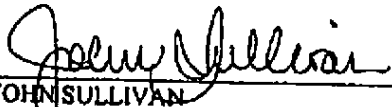
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ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent to accept service of process for Private Colleges and Universities of Florida, Inc. at the office designated in the foregoing Articles, I am familiar with and accept the appointment as Registered Agent and agree to act in this capacity.

REGISTERED AGENT:


JOHN SULLIVAN

Date: September 6, 2019

Address:
4200 54th Avenue South
St. Petersburg, Florida 33711

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