

N94000003659

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Amend  
Name chg  
@ 5/19/10

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** The Florida College System Foundation, Inc.

**DOCUMENT NUMBER:** N94000003659

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

Please return all correspondence concerning this matter to the following:

Judy Green

(Name of Contact Person)

The Florida College System Foundation, Inc.

(Firm/ Company)

P.O. Box 10503

(Address)

Tallahassee, FL 32302-0503

(City/ State and Zip Code)

Judy.green@fldoe.org

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Judy Green

(Name of Contact Person)

at ( 850 ) 245-9494

(Area Code & Daytime Telephone Number)

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

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &  
Certificate of Status

☐ \$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)

☐ \$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



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

May 13, 2010

JUDY GREEN  
THE FLORIDA COLLEGE SYSTEM FOUNDATION  
P.O. BOX 10503  
TALLAHASSEE, FL 32302-0503

SUBJECT: THE FOUNDATION FOR FLORIDA'S COMMUNITY COLLEGES,  
INC.  
Ref. Number: N94000003659

We have received your document for THE FOUNDATION FOR FLORIDA'S COMMUNITY COLLEGES, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name must contain a word that will clearly indicate that it is a corporation. Such words include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

The document must have original signatures.

Photo copies are not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6964.

Irene Albritton  
Regulatory Specialist II

Letter Number: 210A00012093

Articles of Amendment  
to  
Articles of Incorporation  
of

The Foundation for Florida's Community Colleges  
(Name of Corporation as currently filed with the Florida Dept. of State)

N94000003659

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this **Florida Not For Profit Corporation** adopts the following amendment(s) to its Articles of Incorporation:

**A. If amending name, enter the new name of the corporation:**

The Florida College System Foundation, Inc.

*The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.*

**B. Enter new principal office address, if applicable:**  
(Principal office address **MUST BE A STREET ADDRESS**)

325 West Gaines Street

Suite 1548

Tallahassee, FL 32399

**C. Enter new mailing address, if applicable:**  
(Mailing address **MAY BE A POST OFFICE BOX**)

P.O. Box 10503

Tallahassee, FL 32302

**D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:**

Name of New Registered Agent:

Judy Green

New Registered Office Address:

325 West Gaines St., Suite 1548

(Florida street address)

Tallahassee

(City)

Florida 32399

(Zip Code)

**New Registered Agent's Signature, if changing Registered Agent:**

*I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.*



Signature of New Registered Agent, if changing

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**If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:**

*(Attach additional sheets, if necessary)*

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
		_____	
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
		_____	
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
		_____	

**E. If amending or adding additional Articles, enter change(s) here:**  
(attach additional sheets, if necessary). (Be specific)

**name change**

[illegible]

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION

OF

THE FLORIDA COLLEGE SYSTEM FOUNDATION, INC.

A nonprofit Corporation

I, the undersigned, acting as incorporator for the purpose of creating a nonprofit corporation Chapter 617, Florida Statutes, adopt the following Articles of Incorporation.

ARTICLE I

Corporate Name and Duration

- A. Name. The name of this corporation shall be THE FLORIDA COLLEGE SYSTEM FOUNDATION, INC., hereinafter referred to as the Foundation.
- B. Duration. The period of duration of the Foundation is perpetual.

ARTICLE II

Principal Place of Business and Mailing Address

- A. The principal place of business and the mailing address of this corporation shall be:

The Florida College Foundation, Inc.  
PO Box 10503  
Tallahassee, FL 32302

ARTICLE III

Purposes

- A. This foundation is organized and shall be operated exclusively for charitable, cultural, scientific and educational purposes, and for the realization and attainment thereof for the following purposes:
  - 1. To support the development of economic services to business and industry.
  - 2. To promote public involvement and awareness of state educational policy issues.

3. To provide scholarships and other kinds of support services to students in furtherance of their postsecondary education.
4. To publicize and promote activities in support of The Florida College System.
5. To support the development of innovative programs.
6. To support the advancement of sound educational policies and programs.
7. To support the activities and staff of The Chancellor of the Florida College System as they relate to the mission of The Florida College System.
8. To solicit and receive by gift, devise or bequest, and to acquire by purchase, lease, exchange, or otherwise, or to dispose of by sale, exchange, transfer or otherwise, property, both real and personal, either as absolute owner of, as trustee thereof, and to manage and administer the same.
9. To receive contributions, grants, gifts, from and to transfer property, both real and personal, to other organizations identified and associated with The Florida College System Foundation, Inc., which are tax exempt organizations under the provisions of Section 501 (c) (3) of the Internal Revenue Code of the United States of America or acts amendatory thereof or supplementary thereto.
10. In furtherance of the above purposes, to conduct any and all activities permitted to an organization exempt under Section 501 (c) (3) of the Internal Revenue Code or acts amendatory thereof or supplementary thereto.

It is the policy of this board that we recruit such gifts and donations from national and statewide groups so as not to be in conflict with local colleges.

The Florida College System Foundation will coordinate and communicate closely with the 28 college foundation directors to eliminate any potential for conflict or competition.

#### ARTICLE IV

##### Limitation of Corporate Powers

- A. No substantial part of the activities of this Foundation shall be for carrying on propaganda or otherwise attempting to influence legislation; nor shall the Foundation participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- B. The Foundation is nonprofit, shall have no capital stock and no part of the net earnings of this Foundation shall inure to the benefit of any director, officer, or private individual except those exempt under Section 501 (c) (3) of the Internal Revenue Code or acts amendatory thereof or supplementary thereto.
- C. No dividend shall ever be declared or paid by this Foundation, and upon termination or dissolution all of the remaining assets of this Foundation shall be distributed, transferred and conveyed, in trust or otherwise, either to other

organizations identified and associated with programs and objectives of a similar nature in the state which are tax exempt organizations under the provisions of Section 501 (c) (3) of the Internal Revenue Code of the United States of America or act amendatory thereof of supplementary thereto.

- D. Upon specific approval of the Board of Directors or executive committee to borrow such sums on such terms and with such security, if any, as may be prescribed in such approval.
- E. Notwithstanding any other provision of these articles, the Foundation shall not conduct or carry on activities not permitted to be conducted or carried on by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code or successor sections, or by an organization contributions to which are deductible under Section 170 (c) (2) of such code or successor sections.

## ARTICLE V

### Method of Election of Directors

The method of election or appointment of members of the Board of Directors shall be as stated in the by-laws of the corporation. Any member of the Board of Directors of this Foundation may be removed from office at any time by a majority vote of all of the other directors then serving whenever, in their judgment, the best interest of the Foundation would be served by such removal.

## ARTICLE VI

### Initial Registered Office and Registered Agent

- A. The initial registered office of this Foundation shall be at:

The Florida College System Foundation  
325 W. Gaines Street  
Tallahassee, FL 32399

- B. The name of the initial registered agent of this Foundation at such address shall be Judy Green.

## ARTICLE VII



### Members

This Foundation shall have no members. It shall be governed by the Board of Directors, the Executive Committee of the Board of Directors, and Officers.

## ARTICLE VIII

### Directors

A. The name and address of the person who is to serve as the initial director is:

#### Name

#### Address

Judy Green

325 W. Gaines Street  
Tallahassee, FL 32399

B. This Foundation shall have an Executive Committee of the Board of Directors. The Executive Committee shall have and exercise all of the powers, rights, and authority of the Board of Directors of this Foundation and will so act between meetings of said Board of Directors. All nominees for election of Executive Committee members and/or Officers of this Foundation shall be made by a majority vote of the Board of Directors of the Foundation on accordance with procedures set forth in the by-laws of this Foundation.

## ARTICLE IX

### Incorporator

The name and addresses of the incorporator is:

#### Name

#### Address

Judy Green

325 W. Gaines Street  
Tallahassee, FL 32399

## ARTICLE X

### Powers

- A. In addition to all other powers provided by law and in furtherance of its purposes, this Foundation shall have the power:
1. To acquire by purchase, lease, exchange or otherwise; receive, hold, or invest or dispose of by sale, exchange, transfer or otherwise, property both real and personal, as trustee for the use and benefit of the Foundation or for the use or benefit of other organizations under the provisions of Section 501 (c) (3) of the Internal Revenue Code of the United States of America, or acts mandatory thereof or supplementary thereto.
  2. To apply for, receive and administer grants, gifts, loans, and gratuities made to or for the benefit of The Florida College System Foundation, Inc.
- B. The powers of this Foundation shall not be exercised contrary to the laws, rules and regulations governing tax exempt charitable, scientific, cultural, and educational organizations described in Section 501 (c) (3) of the Internal Revenue Code of the United States of America, or acts amendatory thereof or supplementary thereto.

## ARTICLE XI

### Indemnification of Directors and Officers

Every person who is or has been a director or officer of this Foundation shall be indemnified and held harmless by the Foundation from and against all costs and expenses which may be imposed upon or reasonably incurred by him in connection with or arising out of any claim, action, suit, or proceeding in which he may be involved by reason of his being or having been a director or officer at the time such costs and expenses are imposed or incurred. As used herein, the term "cost and expenses" shall include, but shall not be limited to, attorney fees and amounts of judgments against, and amounts paid in settlement by or on behalf of any such director or officer, other than amounts paid to the Foundation itself; provided, however, that no such director or officer shall be so indemnified; (1) with respect to any matter to which such director or officer shall, in any such action, suit, or proceeding be finally adjudged to be liable for actual misconduct in the performance of his duties as a director or officer; or (2) in the event of a settlement of any such claim, action, suit, or proceeding, unless (a) such settlement shall, with knowledge of the indemnification provided for hereby, be approved by the courts having jurisdiction of such action, suit, or proceeding; or (b) such settlement shall have been made upon the written opinion of independent legal counsel, selected by or in a manner determined by the Board of Directors, to the effect that there is not reasonable ground of liability for misconduct on the part of such director or officer and that the entire cost of such settlement will not substantially exceed the estimated cost of defending such claim, action, suit, or proceeding to a final conclusion. The foregoing rights of indemnification

ARTICLE XII

Exemption of Directors and Officers  
from Personal Liability

The private property of the incorporators, directors, officers, and employees of this Foundation shall be wholly exempt from liability for any and all debts, obligations, and liabilities of this Foundation.

ARTICLE XIII

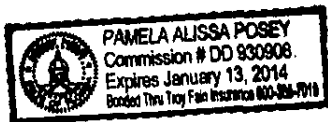
Amendments

Amendments to these Articles of Incorporation shall be proposed by a vote of majority members present at any meeting of the Board of Directors or by the unanimous written consent of all members of the Board of Directors.

IN WITNESS WHEREOF, the incorporator has hereunto set his hand the 6<sup>th</sup> day of May, 2010.

Judy Green  
Judy Green

Subscribed and sworn to before me this 6 day of May, 2010.



Pamela Alissa Posey  
Notary

The date of each amendment(s) adoption: March 17, 2010  
(date of adoption is required)

Effective date if applicable: May 1, 2010  
(no more than 90 days after amendment file date)

**Adoption of Amendment(s) (CHECK ONE)**

- ☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated May 5, 2010

Signature Judy Green  
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Judy Green  
(Typed or printed name of person signing)

President  
(Title of person signing)