

LYNN UNIVERSITY  
BOCA RATON, FLORIDA

Office of In-House Counsel

March 18, 1998

N980000001901

Secretary of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

400002464004-3  
-03/20/98-01109-009  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Katoh-Lynn University, Inc.

Dear Sir/Madam:

Enclosed please find the following:

1. Original and two (2) copies of the Articles of Incorporation for Katoh-Lynn, University, Inc; and
2. Check # AP 48713 made payable to the Secretary of State in the amount of \$122.50.

Kindly appropriately file said Articles of Incorporation and return one (1) certified copy of same, time and date stamped, to the undersigned.

Thank you for your attention to this matter.

Very truly yours,



Margaret E. Ruddy

MER/vb

Enclosures

TRANSMITTAL VIA CERTIFIED MAIL - P 862 513 126

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 APR -1 AM 9:46



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

March 24, 1998

MARGARET E. RUDDY  
3601 NORTH MILITARY TRAIL  
BOCA RATON, FL 33431-5598

SUBJECT: KATOH-LYNN UNIVERSITY, INC.  
Ref. Number: W98000006444

We have received your document for KATOH-LYNN UNIVERSITY, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Please return the original and one copy of 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) 487-6929.

Randall Purinton  
Document Specialist

Letter Number: 598A00015563

ARTICLES OF INCORPORATION

98 APR -1 AM 9:46

OF

KATOH LYNN COLLEGE, INC.

We, the undersigned, hereby associate ourselves together for the purpose of forming a corporation not for profit, under the provisions of the Statutes of the State of Florida.

ARTICLE I

CORPORATE NAME

The name of this corporation shall be KATOH LYNN COLLEGE, INC. and its principal office and mailing address shall be 3601 North Military Trail, Boca Raton, FL 33431.

ARTICLE II

PURPOSES OF CORPORATION

The purposes for which this corporation is organized shall be:

2.1 (a) To maintain for men and women an institution of higher education and to conduct therein programs of study in the areas of liberal arts, the sciences and business.

(b) To confer the following degrees and such other degrees as it may be permitted by the State of Florida:

Associate Degrees

1. Associate in Arts
2. Associate in Science

Baccalaureate Degrees

1. Bachelor of Arts
2. Bachelor of Fine Arts
3. Bachelor of Professional Studies
4. Bachelor of Science

#### Master Degrees

1. Master of Business Administration
2. Master of Education
3. Master of Professional Studies
4. Master of Science
5. Master of Social Work

#### Doctoral Degrees

1. Doctor of Education
2. Doctor of Jurisprudence
3. Doctor of Philosophy

#### Honorary Degrees

1. Doctor of Humane Letters
2. Doctor of Laws
3. Doctor of Literary History
4. Doctor of Science

(c) To promote science and the arts and to engage in and support research in all fields of education.

2.2 To organize, own and operate any and all businesses and enterprises in connection with the purposes of this corporation which will be desirable and which will afford an opportunity for employment of students, agents or other persons connected with this corporation, as may be deemed in the best interest of the corporation.

2.3 To solicit, accept, acquire, receive by transfer, gift, bequest, legacy, devise or otherwise, any property or anything of value whatsoever, either for an endowment or for general expenses for carrying out the purposes of the corporation.

2.4 To acquire in any manner and to hold, manage, mortgage, pledge, hypothecate, sell, transfer, lease and convey property, real, personal or mixed, and any and every interest, legal and equitable or whatsoever kind and nature and wheresoever situated.

2.5 To perform administrative and all manner of ministerial services consistent with the establishment and operation of a university.

2.6 To have all the rights, privileges and powers now or hereafter conferred by the laws of the State of Florida upon corporations or under any act amendatory thereof or supplemental thereto or substituted therefor; to do and perform all acts and things necessary, convenient, proper or desirable for the accomplishment of the corporation's purposes, or any amendments thereof or the attainment of the objects, or any amendments thereof, hereinbefore set forth, in such case, however, only insofar as may be lawful under the laws of the State of Florida.

2.7 Notwithstanding anything else to the contrary herein, no part of the activities of the corporation shall be in carrying on propaganda or otherwise attempting to influence legislation, nor shall the corporation participate in any political campaign on behalf of any candidate for public office.

### ARTICLE III

#### DISTRIBUTION

The corporation is to be a non-stock corporation organized and operated exclusively for educational purposes and no part of the net earnings of the corporation shall inure to the benefit of any individual, and no officer or employee of the corporation shall receive or be entitled to receive any pecuniary profit from its operations, except compensation for services.

### ARTICLE IV

#### LIQUIDATION OR DISSOLUTION

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c) (3) and 170(c) (2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or Local government for exclusive public purpose.

### ARTICLE V

#### PROHIBITED ACTIVITIES

Notwithstanding any other provisions of these Articles, this corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under Section 501(c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law or (b) a corporation contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue Law.

ARTICLE VI

TERM

The corporation shall have perpetual existence.

ARTICLE VII

INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Dr. Donald E. Ross	3601 N. Military Trail Boca Raton, FL 33431

ARTICLE VIII

MANAGEMENT OF THE AFFAIRS OF THE CORPORATION

8.1 The activities and affairs of the corporation shall be managed by a Board of Trustees, whose number shall be as specified in its By-Laws and who shall be elected in the manner, and on the date, specified in its By-Laws, provided that the number shall not be less than three (3).

8.2 The corporation may in its By-Laws confer powers upon its Board of Trustees in addition to the powers and authorities expressly conferred upon them by statute.

8.3 The Board of Trustees shall have such officers as may be designated by the Board of Trustees and they shall have such powers and duties, including such of those ordinarily exercised by officers of a corporation, as the Board of Trustees may designate.

## ARTICLE IX

### FIRST OFFICERS

The names of the officers of the corporation who are to serve until their successors are elected and have qualified are:

President	-	Dr. Masahide Katoh
Vice President of Administration	-	Dr. Steve Negami
Vice President of Academic Affairs	-	Dr. Lynsley DeVeau

## ARTICLE X

### EXECUTIVE COMMITTEE

The Board of Trustees may provide by Resolution for the election from its members of an Executive Committee of three (3) or more, and such committee, to the extent provided by the Resolution shall have and may exercise the powers of the corporation, by and with approval of the chairman of the Board of Trustees.

## ARTICLE XI

### FIRST BOARD OF TRUSTEES

The persons constituting the first Board of Trustees shall be three (3) in number. They shall hold office as provided in Article VIII of these Articles of Incorporation. Their names and addresses are:

<u>Name</u>	<u>Address</u>
Dr. Donald E. Ross	3601 N. Military Trail Boca Raton, FL 33431
Dr. Masahide Katoh	Katoh Schools & College 1979 Ooka Numazu-shi Gotemba 410 JAPAN
Dr. Steve Negami	Katoh Schools & College 1979 Ooka Numazu-shi Gotemba 410 JAPAN

## ARTICLE XII

### INITIAL REGISTERED OFFICE AND AGENT

The initial address of this Corporation's registered office is:

3601 North Military Trail  
Boca Raton, FL 33431

The initial registered agent for this Corporation at that address is Margaret E. Ruddy.

## ARTICLE XIII

### ADVISORY BOARD

The Board of Trustees may, in its discretion, create and appoint an Advisory Board, the number of the members of which shall also be in the discretion of the Board. All action of the Advisory Board shall be subject to the approval of the Board of Trustees.

## ARTICLE XIV

### BY-LAWS

The By-Laws of the corporation shall be made, altered or rescinded by the Board of Trustees of the corporation, subject to the approval of the Chairman of the Board.

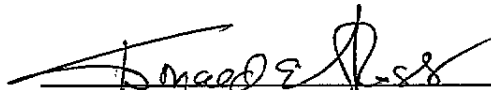
## ARTICLE XV

### AMENDMENT OF ARTICLES OF INCORPORATION

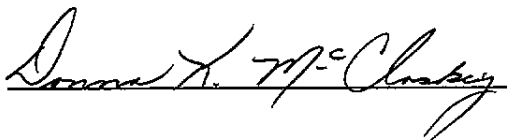
These Articles of Incorporation may be amended by the vote of the Board of Trustees of the corporation at any regular meeting of said Board, or at a special meeting of the Board called for that purpose, provided a quorum of the Board, as provided in the By-Laws and by these Articles of Incorporation, is present at such regular and special meetings.

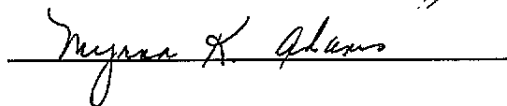


I have hereunto set my hand and seal as Incorporator, this 30<sup>th</sup> day of March 1998.

  
Dr. Donald E. Ross (seal)

WITNESSES:

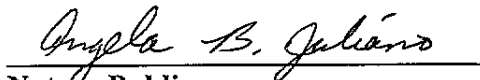


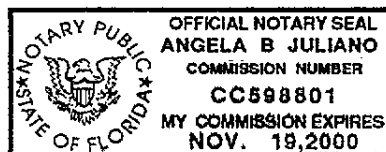


STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 30<sup>th</sup> day of March, 1998 by Donald E. Ross, Incorporator, who is personally known to me, and did take an oath.

  
Notary Public

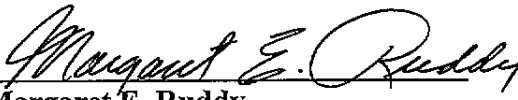


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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

98 APR -1 AM 9:47

**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for Katoh Lynn College, Inc. at the place designated in these Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501 (3), as amended.

  
Margaret E. Ruddy