

N 99000001405

Sunstate Research
Requestor's Name

Address

City/State/Zip Phone #

Office Use Only

EFFECTIVE DATE
3/5/99

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Barny University School of Law, Inc.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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99 MAR - 8 PM 12: 50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- Walk in
- Pick up time _____
- Certified Copy
- Mail out
- Will wait
- Photocopy
- Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

effective date
3/5/99

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*****78.75 *****78.75

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
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11/11

Examiner's Initials

**ARTICLES OF INCORPORATION
OF
BARRY UNIVERSITY SCHOOL OF LAW, INC.**

EFFECTIVE DATE

3/5/99

The undersigned, acting as the Incorporator of Barry University School of Law, Inc., has adopted the following Articles of Incorporation for Barry University School of Law, Inc.

**ARTICLE I
NAME**

The name of the Corporation is Barry University School of Law, Inc.

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**ARTICLE II
PURPOSES**

Section 1. The general purpose of this Corporation is to operate a post-secondary institution to offer quality legal education and to provide community service and presence within a more caring environment.

Section 2. The Corporation shall have the power to accomplish any approved educational, charitable, spiritual, or scientific purpose within the meaning of Section 501(c)(3) of the United States Internal Revenue code of 1954, as amended from time to time and as supplemented by such pertinent regulations thereunder, as has or have been or hereafter may be promulgated ("Code").

**ARTICLE III
LIMITATIONS ON ACTIVITIES**

Section 1. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any Trustee or Officer of the Corporation or any other private individual except that reasonable compensation may be paid for services rendered to the Corporation and no Trustee or Officer of the Corporation or any other

private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

Section 2. The Corporation shall not conduct or carry on activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code, or by an organization to which contributions are deductible under Section 170(c)(2) of the Code.

ARTICLE IV **TERM OF EXISTENCE**

The Corporation shall commence its existence effective as of March 5, 1999, and shall exist perpetually thereafter unless sooner dissolved pursuant to the laws of the State of Florida.

ARTICLE V **MEMBERSHIP**

The sole voting member of the Corporation shall be Barry University, Inc., a Florida corporation not for profit.

ARTICLE VI **BOARD OF TRUSTEES**

Section 1. The business and affairs of this Corporation shall be managed by the Board of Trustees. The Board shall elect from its members a Chairman and a Vice Chairman who shall be elected, removed, and hold office as provided in the Bylaws. The Secretary of the Corporation shall serve as Secretary of the Board of Trustees.

Section 2. The number of Trustees of the Corporation shall be not less than six nor more than fifteen, the exact number of directors to be set forth in the Bylaws. The number of the initial Trustees shall be six.

Section 3. Trustees shall be elected, removed, and hold office as provided in the Bylaws.

Section 4. The names and addresses of the persons who serve as Trustees of the Corporation until the first annual meeting of the members of this Corporation, or such other meeting called to elect Trustees are:

- | | |
|----------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|
| 1. Timothy H. Czerniec
1430 Messina Ave.
Coral Gables, FL 33134 | 2. Sister John Karen Frei
Barry University
11300 N.E. Second Avenue
Miami Shores, FL 33161 |
| 3. J. Patrick Lee
1341 N.E. 103 Street
Miami, FL 33138 | 4. Donald S. Rosenberg
Reisman & Stein LLP
1 SE Third Avenue
Suite 3050
Miami, FL 33131 |
| 5. Charles R. Modica, J.D.
454 South Beach Road
Hobe Sound, FL 33455 | 6. Sister Jeanne O’Laughlin, OP
4745 Pine Tree Drive
Miami Beach, FL 33140 |

ARTICLE VII **OFFICERS**

Section 1. The Officers of the Corporation shall be a President, a Vice President, Secretary and a Treasurer, who shall be elected by the Board of Trustees. The Corporation may have additional officers, assistant officers and agents as provided in the Bylaws.

Section 2. The Officers of the Corporation shall be elected, removed and hold offices as provided in the Bylaws.

Section 3. The President may appoint administrative officers for the Corporation who shall not be officers of the Corporation unless so elected by the Board of Trustees.

Section 4. All Officers shall have such powers and responsibilities as provided in the Bylaws.

ARTICLE VIII
PRINCIPAL OFFICE AND INITIAL REGISTERED AGENT AND OFFICE

Section 1. The Principal Office of this Corporation is 11300 N.E. Second Avenue, Miami Shores, FL 33161.

Section 2. The name of the Initial Registered Agent of this Corporation is Frank Burt and the Initial Registered Office is located at 777 Brickell Avenue, Suite 500, Miami, Florida 33131.

ARTICLE IX
BYLAWS

The Bylaws shall be adopted, altered, amended, or repealed in the manner provided in the Bylaws.

ARTICLE X
INDEMNIFICATION

Every current and former Trustee, officer of the Corporation, administrative officer, employees and persons serving at the request of the Corporation shall be indemnified by the Corporation to the fullest extent allowed by law.

ARTICLE XI
AMENDMENTS

The Articles of Incorporation may be altered, amended, or repealed by majority vote of the Board of Trustees.

ARTICLE XII
DISSOLUTION

Upon the dissolution of the Corporation, the Board of Trustees of the Corporation shall, after paying or making provisions for the payment of all the liabilities of the Corporation, distribute the remaining assets of the Corporation to Barry University, a Florida corporation not for profit, or if Barry University shall have dissolved or have ceased to exist, the Trustees shall, in their sole and absolute discretion, distribute such assets of the Corporation to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes which, at the time of such disposition, qualify as an exempt organization or organizations under Section 501(c)(3) of the Code. Any assets not so disposed of shall be disposed of by a Court of competent jurisdiction exclusively for such purposes, or to such organization or organizations organized and operating exclusively for such purposes, as the Court shall determine.

ARTICLE XIII
INCORPORATOR

The name and address of the Incorporator of these Articles of Incorporation is:

Frank Burt
Jorden Burt Berenson & Johnson LLP
777 Brickell Avenue - Suite 500
Miami, Florida 33131
(305)371-2600

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation on behalf of the Corporation, the 5th day of March, 1999.

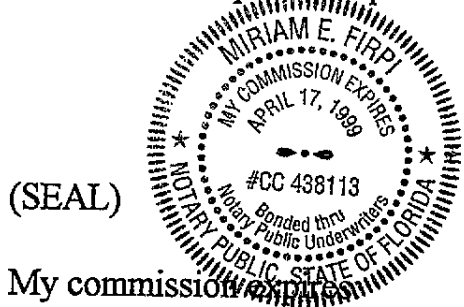
BARRY UNIVERSITY SCHOOL OF LAW, INC.



Frank Burt
Incorporator

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 5 day of March, 1999, by Frank Burt, the Incorporator for Barry University School of Law, Inc., a Florida not-for-profit corporation.



Miriam E. Firpi
Notary Public, State of Florida at Large

Print Name MIRIAM E. FIRPI

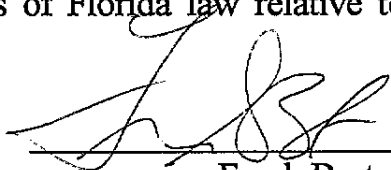
Personally known OR Produced Identification
Type of Identification produced _____

In compliance with the laws of the State of Florida, the following is submitted:

Barry University School of Law, Inc., desiring to organize or qualify as a corporation not-for-profit pursuant to the Florida Not-For-Profit Corporation Act, set forth in Chapter 617 of the Florida Statutes, with its principal address at 3401 South Congress Avenue, Boynton Beach, Florida 33426 has named Frank Burt, Incorporator, 777 Brickell Avenue, Suite 500, Miami, Florida 33131, as its statutory Resident Agent to accept service of process within Florida.

ACKNOWLEDGMENT

Having been named the statutory Resident Agent to accept service of process for the above Corporation, at the place designated in this certificate, I hereby acknowledge that I am familiar with the obligations imposed upon a Registered Agent by Section 617.0503 of the Florida Statutes and I agree to accept the same and to act as Registered Agent, and to comply with the provisions of Florida law relative to keeping the registered open.



Frank Burt
Registered Agent

DATED this 5th day of March, 1999.

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TALLAHASSEE, FLORIDA

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