

P94000059529

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H05000196973 3))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850)205-0380

From: Account Name : EDWARDS & ANGELL
Account Number : 075410001517
Phone : (561)833-7700
Fax Number : (561)655-8719

RECEIVED
05 AUG 17 AM 8:00
DIVISION OF CORPORATIONS

BASIC AMENDMENT
CAMPUS MANAGEMENT CORP.

FILED
05 AUG 17 PM 3:06
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$43.75

Electronic Filing Menu Corporate Filing Public Access Help

Restated Art.

08/17/05

Dc

((H05000196973 3))

ARTICLES OF RESTATEMENT
OF
ARTICLES OF INCORPORATION
OF
CAMPUS MANAGEMENT CORP.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 AUG 17 PM 3:06

CAMPUS MANAGEMENT CORP., a corporation organized under Chapter 607 Florida Statutes hereby adopts the following amendment and restatement of its Articles of Incorporation pursuant to the provisions of §607.1003 Florida Statutes, originally filed with the Florida Secretary of State on August 10, 1994, and amended by filings on October 2, 1995, October 19, 1995, and October 23, 2000.

1. The name of the corporation is Campus Management Corp.
2. The Articles of Incorporation of the Corporation are hereby amended and restated in their entirety in the form annexed hereto as Exhibit A.
3. Such amendment and restatement was approved by the unanimous written consent of the Board of the Directors of the Corporation on July 22, 2005, and approved by the written consent of the holders of a majority of the outstanding stock of the Corporation on July 22, 2005, and the number of votes cast was sufficient for approval.
4. Effective upon the filing of these Articles of Restatement, each outstanding share of the Corporation's Common Stock, \$.01 par value (the "Common Stock"), shall be converted into three (3) shares of the newly authorized Class A Common Stock, \$0.001 par value (the "Class A Common Stock"), authorized by such Articles of Restatement. Each holder of the Common Stock as of the effective date may, at any time thereafter, turn in the outstanding stock certificates representing such shares to the Secretary of the Corporation in exchange for stock certificates representing the Corporation's Class A Common Stock for the appropriate number of shares, but until such exchange occurs, such outstanding certificates of the Common Stock shall represent the appropriate number of shares of the Class A Common Stock for each shareholder. In addition, any outstanding convertible securities to purchase shares of Common Stock shall be cancelled and replaced with the same convertible securities to purchase the appropriate number of shares of Class A Common Stock upon on the same terms and conditions.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Restatement as of the 22 day of July, 2005, and does hereby certify that the facts stated in these Articles of Restatement are true and correct.

CAMPUS MANAGEMENT CORP.

By: Karen O'Byrne
Karen O'Byrne, Secretary

((H05000196973 3))

((H05000196973 3))

EXHIBIT "A"
ARTICLES OF INCORPORATION
OF
CAMPUS MANAGEMENT CORP.

Pursuant to the provisions of §607.1003 Florida Statutes, the undersigned Corporation hereby adopts the following Articles of Restatement:

ARTICLE I
NAME

The name of the corporation is **CAMPUS MANAGEMENT CORP.**

ARTICLE II
ADDRESS

The principal address of the Corporation is 777 Yamato Road, Boca Raton, Florida 33431. The Board of Directors may, from time to time, change the street and post office address of the Corporation as well as the location of its principal office.

The street address of the registered office of the corporation is One North Clematis Street, Suite 400, West Palm Beach, Florida 33401, and the name of the registered agent of the corporation at that address is Angell Corporate Services, Inc.

ARTICLE III
PURPOSES

The nature of the business or purposes to be conducted or promoted by the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act, as the same may be amended and supplemented from time to time (the "Act"), including any other lawful activities or business permitted under the laws of the United States, Florida or any other state, county, territory or nation.

((H05000196973 3))

((H05000196973 3))

ARTICLE IV
CAPITAL SECURITIES

The total number of shares of capital stock that the Corporation shall have authority to issue is Forty Million (40,000,000) shares, par value \$0.001 per share, divided and designated as follows: (i) Twenty Million (20,000,000) shares of Class A Common Stock ("Class A Common Stock"); (ii) Five Million (5,000,000) shares of Class B Non-Voting Common Stock ("Class B Common Stock", and together with the Class A Common Stock, the "Common Stock"); and (iii) Fifteen Million (15,000,000) shares of Preferred Stock ("Preferred Stock").

Except as otherwise restricted by these Articles of Incorporation, the Corporation is authorized to issue from time to time all or any portion of the capital stock of the Corporation that is authorized but not issued to such person or persons and for such lawful consideration as it may deem appropriate, and generally in its absolute discretion to determine the terms and manner of any disposition of such authorized but unissued capital stock.

Any and all such shares issued for which the full consideration has been paid or delivered shall be deemed fully paid shares of capital stock, and the holder of such shares shall not be liable for any further call or assessment or any other payment thereon.

The voting powers, designations, preferences, privileges and relative, participating, optional or other special rights, and the qualifications, limitations and restrictions of each class and series of capital stock of the Corporation are as hereafter provided in this Article IV.

A. PREFERRED STOCK

1. General. Shares of Preferred Stock may be issued in one or more series at such time or times and for such consideration or considerations as the Corporation's Board of Directors may determine. Each such series of Preferred Stock shall be so designated as to distinguish the shares thereof from the shares of all other series and classes.

2. Designation, Voting Powers, Preferences, etc. Authorized and unissued shares of Preferred Stock may be issued with such designations, voting powers (or no voting powers), preferences and relative, participating, optional or other special rights, and qualifications, limitations and restrictions on such rights, as the Board of Directors may authorize by resolutions duly adopted prior to the issuance of any shares of any series of Preferred Stock, including, but not limited to: (i) the distinctive designation of each series and the number of shares that will constitute such series; (ii) the voting rights, if any, of shares of such series and whether the shares of any such series having voting rights shall have multiple or fractional votes per share; (iii) the dividend rate on the shares of such series, any restriction, limitation, or condition upon the payment of such dividends, whether dividends shall be cumulative, and the dates on which dividends are payable; (iv) the prices at which, and the terms and conditions on which, the shares of such series may be redeemed, if such shares are redeemable; (v) the purchase or sinking fund provisions, if any, for the purchase or redemption of shares of such series; (vi) any preferential amount payable upon shares of such series in the event of the liquidation, dissolution, or winding-up of the Corporation, or the distribution of its assets; (vii) the prices or rates of conversion at which, and the terms and conditions on which, the shares are

((H05000196973 3))

((H05000196973 3))

convertible; and (viii) such other preferences, powers, qualifications, rights and privileges, all as the Board of Directors may deem advisable and as are not inconsistent with law and the provisions of these Articles of Incorporation.

B. COMMON STOCK

1. **General.** The rights of the holders of the Common Stock with respect to dividends and upon the liquidation, dissolution and winding up of the Corporation's affairs, are subject to and qualified by the rights of the holders of Preferred Stock as specified herein. Each share of Common Stock shall be treated identically as all other shares of Common Stock with respect to dividends, distributions, rights in liquidation and in all other respects.

2. **Voting.** Each holder of shares of Class A Common Stock is entitled to one vote for each share thereof held by such holder at all meetings of shareholders (and written actions in lieu of meetings). There shall be no cumulative voting. The holders of Class B Common Stock shall have no voting rights, except as otherwise expressly provided by the Florida Business Corporation Act (the "Act"), Bylaws or written agreement of the Corporation and the holders.

3. **Dividends.** Dividends may be declared and paid on the Common Stock from funds lawfully available therefor as and when determined by the Board of Directors and subject to any preferential dividend rights of any then outstanding shares of Preferred Stock, and any other classes or series of the Corporation's capital stock that may hereafter be authorized and issued having preferred dividend rights senior to or *pari passu* with the rights of holders of Common Stock.

4. **Liquidation.** Upon any voluntary or involuntary liquidation, dissolution, or winding-up of the affairs of the Corporation, after payment shall have been made to holders of outstanding Preferred Shares, if any, of the full amount of which they are entitled pursuant to these Articles of Incorporation and any resolutions that may be adopted from time to time by the Corporation's Board of Directors, in accordance with Article IV(A) above (for the purpose of fixing the voting rights, designations, preferences, and relative, participating, optional, or other special rights of any series of Preferred Shares), the holders of Common Stock shall be entitled, to the exclusion of the holders of Preferred Shares, if any, to share ratably, in accordance with the number of Common Stock held by each such holder, in all remaining assets of the Corporation available for distribution among the holders of Common Stock, whether such assets are capital, surplus, or earnings.

5. **Automatic Conversion.** Each share of Class B Common Stock shall automatically be converted, without the payment of any additional consideration, into one share of Class A Common Stock immediately upon a Qualified Public Offering.

**ARTICLE V
PERPETUAL EXISTENCE**

The Corporation shall have perpetual existence.

((H05000196973 3))

((H05000196973 3))

ARTICLE VI
LIMITATION OF LIABILITY; INDEMNIFICATION

A. The Corporation shall to the fullest extent permitted by law indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise.

B. The Corporation may pay in advance any expenses (including attorneys' fees) that may become subject to indemnification under paragraph A above if the person receiving the advance payment of expenses undertakes in writing to repay such payment if it is ultimately determined that such person is not entitled to indemnification by the Corporation under paragraph A above.

C. The indemnification provided by paragraph A above shall not be exclusive of any other rights to which a person may be entitled by law, bylaw, agreement, vote or consent of shareholders or directors, or otherwise.

D. The indemnification and advance payment provided by paragraphs A and B above shall continue as to a person who has ceased to hold a position named in paragraph A above and shall inure to such person's heirs, executors, and administrators.

E. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or who serves or served at the Corporation's request as a director, officer, employee, agent, partner, or trustee of another Corporation or of a partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have power to indemnify such person against such liability under paragraph A above.

F. If any provision in this Article shall be invalid, illegal, or unenforceable, the validity, legality, and enforceability of the remaining provisions shall not in any way be affected or impaired thereby, and, to the extent possible, effect shall be given to the intent manifested by the provision held invalid, illegal, or unenforceable.

ARTICLE VII
CERTAIN LIMITATIONS ON LIABILITY OF DIRECTORS

Except to the extent that the Act prohibits the elimination or limitation of liability of directors for breach of the duties of a director, no director of the Corporation shall have any personal liability for monetary damages for any statement, vote, decision, or failure to act, regarding corporate management or policy. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

((H05000196973 3))

((H05000196973 3))

ARTICLE VIII
SHAREHOLDER QUORUM AND VOTING

The shareholders may adopt or amend a bylaw that fixes a greater quorum or voting requirement for shareholders than is required by the Act, provided, however, that the adoption or amendment of a bylaw that adds, changes, or deletes a greater quorum or voting requirement for shareholders must meet the same quorum requirement and be adopted by the same vote and voting groups required to take action under the quorum and voting requirement then in effect or proposed to be adopted, whichever is greater.

ARTICLE IX
AMENDMENTS

The Corporation reserves the right to amend, alter or repeal any provisions contained in this Amended and Restated Articles of Incorporation from time to time and at any time in the manner now or hereafter prescribed in this Amended and Restated Articles of Incorporation and by the laws of the State of Florida, and all rights herein conferred upon shareholders are granted subject to such reservation.

ARTICLE X
MISCELLANEOUS

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida:

A. The Board of Directors of the Corporation is expressly authorized to adopt, amend or repeal the Bylaws of the Corporation.

B. Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

C. The books of the Corporation may be kept at such place within or without the State of Florida as the Bylaws of the Corporation may provide or as may be designated from time to time by the Board of Directors of the Corporation.

((H05000196973 3))

Aug. 17. 2005 10:00AM

No. 0905 P. 8

((H05000196973 3))

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

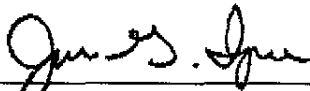
The following is submitted in accordance with the requirements of Chapter 48.091,
Florida Statutes:

Having been named to accept service of process for the above-stated corporation at the
place designated in this certificate, the undersigned hereby accepts to act in this capacity and
agrees to comply with the provisions of Chapter 48.091, F.S. relative to keeping open said office.

Accepted this 17th day of August, 2005.

ANGELL CORPORATE SERVICES, INC.

By:



John C. Igoe

Its:

Vice President