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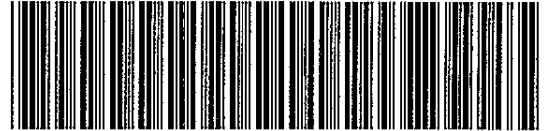
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LAW OFFICES
**MITCHELL, WILLIAMS,
SELIG, GATES & WOODYARD, P.L.L.C.**

425 WEST CAPITOL AVENUE, SUITE 1800
LITTLE ROCK, ARKANSAS 72201-3525
TELEPHONE 501-688-8800
FAX 501-688-8807

CHERYL L. REINHART
DIRECT DIAL 501-688-8876
E-MAIL CREINHART@MWSGW.COM

5414 PINNACLE POINT DRIVE, SUITE 500
ROGERS, ARKANSAS 72758-8131
TELEPHONE 479-273-9561
FAX 479-273-0527

1110 WEST B STREET, SUITE C
RUSSELLVILLE, ARKANSAS 72801
TELEPHONE 479-967-7050
FAX 479-967-7078

November 29, 2004

VIA FEDERAL EXPRESS

Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Remington College - Tampa Campus, Inc.

Dear Ladies or Gentlemen:

Please find enclosed for filing the Amended and Restated Articles of Incorporation of Remington College-Tampa Campus, Inc. We enclose an original and one copy, together with a check in the amount of \$35.00 for your filing fee. Please return your letter and one file-marked copy to:

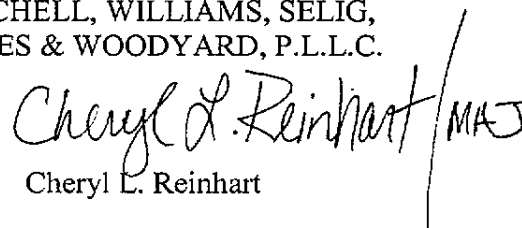
Cheryl L. Reinhart
Mitchell, Williams, Selig, Gates & Woodyard, P.L.L.C.
425 West Capitol Avenue, Suite 1800
Little Rock, AR 72201-3525

If you need additional information you may contact me at 501-688-8876 or by email at creinhart@mwsgw.com.

Sincerely,

MITCHELL, WILLIAMS, SELIG,
GATES & WOODYARD, P.L.L.C.

By


Cheryl L. Reinhart

CLR/lc
Enclosures

cc: Mr. Charles R. Camp (with enclosures)
826587.1

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

REMINGTON COLLEGE--TAMPA CAMPUS, INC.

FILED
04 NOV 30 PM 4:48
CLERK OF STATE
TALLAHASSEE, FLORIDA

We, Jack W. Forrest and Charles R. Camp, the President and Secretary, respectively, of Remington College--Tampa Campus, Inc., a corporation duly organized and existing under the laws of the State of Florida (hereinafter referred to as the "Corporation"), do hereby certify that the following are the Amended and Restated Articles of Incorporation of the Corporation:

1. Name. The name of the Corporation is **Remington College--Tampa Campus, Inc.**
2. Principal Office. The street address of the principal office of the Corporation is 2410 East Busch Blvd., Tampa, Florida, 33612.
3. Registered Agent and Address. The street address of the Corporation's registered office is CT Corporation System, 1200 South Pine Island Road, City of Plantation, Florida, 33324 and the name of the registered agent of the Corporation at that address shall be CT Corporation System.
4. Authorized Shares. The total amount of the authorized capital stock of this Corporation is One Thousand (1,000) shares of Common Stock.
5. Incorporator. The name and post office address of each original incorporator is as follows:

NAME:

Melanie Strickland

POST OFFICE ADDRESS:

c/o CT Corporation System
660 East Jefferson, Street
Tallahassee, Florida 32301

Tera Fewell

c/o CT Corporation System
660 East Jefferson, Street
Tallahassee, Florida 32301

Tamara Odom

c/o CT Corporation System
660 East Jefferson, Street
Tallahassee, Florida 32301

6. Directors. The number of directors constituting the Board of Directors shall be provided in the Bylaws of the Corporation. The Board of Directors shall have all those powers and duties enumerated in the Florida Business Corporation Act.

7. Additional Authority. The President and Secretary of the Corporation shall have the authority on behalf of the Corporation to enter into any contract between the Corporation and all of its shareholders (a) imposing restrictions on the future transfer (whether inter vivos, by inheritance or testamentary gift), hypothecation or other disposition of its shares; (b) granting purchase options to the Corporation or its shareholders; or (c) requiring the Corporation or its shareholders to purchase such shares upon stated contingencies. In addition, any and all of such restrictions, options or requirements may be imposed on all shares of the Corporation, issued and unissued, upon the unanimous resolution of the Board of Directors and the consent of all stockholders as of the date of the Board's resolution.

8. Indemnification and Insurance. (a) The Corporation shall have power to 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 (other than an action by or in the right of the Corporation) by reason of the fact that he 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, against expenses (including attorneys' fees),

judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful; provided, however, that no indemnification or advancement of expenses (1) shall be made if a judgment or other final adjudication establishes that his or her actions, or omissions to act, were material to the cause of action so adjudicated and constitute a transaction from which he derived an improper personal benefit, or (2) shall be made in respect of any proceeding in which the person shall have been found liable for willful or intentional misconduct in the performance of his duty to the Corporation, or (3) shall be made if the person is found to be in violation of criminal law, unless the person had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe it was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(b) The Corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he 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 against expenses (including attorneys' fees) actually and

reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation unless and only to the extent that the court of chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court of chancery or such other court shall deem proper.

(c) To the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in subsections (a) and (b) of this article, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

(d) Any indemnification under subsections (a) and (b) of this article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in subsections (a) and (b) of this article. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not named parties to such action, suit or proceeding, or (2) by a majority vote (regardless of whether there is a quorum) of a committee formed by the majority of the directors of the Corporation (regardless of whether there is a quorum) who are not named as a party in the action or proceeding, consisting of two or more

directors who are not named as a party in the action or proceeding, or (3) by independent legal counsel in a written opinion, if a quorum of disinterested directors so directs (whether or not a quorum is obtainable), or (4) by the stockholders by a majority vote of a quorum consisting of stockholders who were not parties to such proceeding, or, if no such quorum is obtainable, by a majority of stockholders who were not parties to such proceeding.

(e) Expenses incurred by an officer or director in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Corporation as authorized in this article. Such expenses incurred by other employees and agents may be so paid upon such terms and conditions, if any, as the board of directors deems appropriate.

(f) The indemnification and advancement of expenses provided by or granted pursuant to the other subsections of this article shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any bylaw, agreement, vote of stockholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office.

(g) Any indemnification of or advance of expenses to a director in accordance with this article shall be reported in writing to the shareholders with or before the notice or waiver of notice of the next shareholders' meeting or with or before the next submission to shareholders of a consent to action without a meeting pursuant to the Corporation's Bylaws and, in any case, within the 12-month period immediately following the date of the indemnification or advance.

(h) The Corporation shall have power to purchase and maintain insurance on behalf of any person who 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 against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this article.

(i) For purposes of this article, references to “the Corporation” shall include, in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors, officers and employees or agents, so that any person who is or was a director, officer, employee or agent of such constituent corporation, or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this article with respect to the resulting or surviving corporation as he would have with respect to such constituent corporation if its separate existence had continued.

(j) For purposes of this article, references to “other enterprises” shall include employee benefit plans; references to “fines” shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to “serving at the request of the Corporation” shall include any service as a director, officer, employee or agent of the Corporation which imposes duties on, or involves services by, such director, officer, employee or agent with respect to an employee benefit plan, its participants or beneficiaries; and a person who

acted in good faith and in a manner he reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner “not opposed to the best interests of the Corporation” as referred to in this article.

(k) The indemnification and advancement of expenses provided by, or granted pursuant to, this article shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

(l) To the extent that the Corporation is allowed by law, the Corporation shall have the power at the discretion of the Board of Directors, to further indemnify any director, officer, employee or agent of the Corporation and the provisions in this Article are not intended to limit such power. Shareholder approval of any such indemnification shall only be required if required by law.

10. Quorum. Unless the Bylaws of the Corporation otherwise provide for a greater number, a quorum at any meeting of the shareholders of the Corporation shall consist of a majority of the votes entitled to be cast on the matter, represented in person or by duly authorized proxy at such meeting.

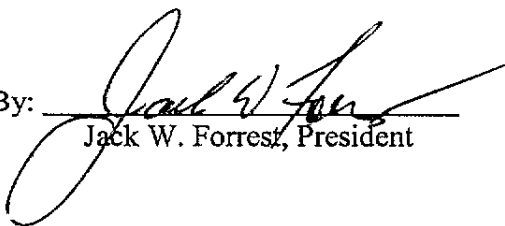
11. These Amended and Restated Articles of Incorporation have been approved in the manner required by the Florida Business Corporation Act and by the constituent documents of the Corporation.

12. The date of adoption of the Amended and Restated Articles of Incorporation by the shareholders is November 15th, 2004.

13. This document will become effective when filed by the Secretary of State.

IN WITNESS WHEREOF, the undersigned signs this document as authorized, subject to the penalties imposed by law for the submission of a false or fraudulent document, on this 16th day of November, 2004.

REMINGTON COLLEGE –
TAMPA CAMPUS, INC.

By: 
Jack W. Forrest, President

ATTEST:

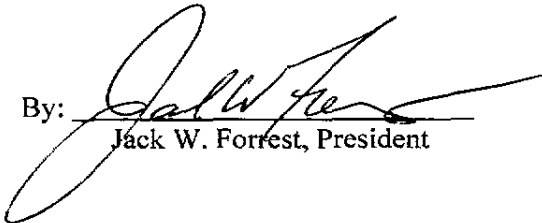

Charles R. Camp, Secretary

VERIFICATION


STATE OF ARKANSAS)
) ss
COUNTY OF PULASKI)

Comes **REMINGTON COLLEGE – TAMPA CAMPUS, INC.**, by its President and Secretary, and states that the foregoing is the Amended and Restated Articles of Incorporation of **REMINGTON COLLEGE – TAMPA CAMPUS, INC.**, duly referred to the Shareholders and adopted as evidenced herein, and that the matters set forth in the Amendment and Restatement of Articles of Incorporation are true and correct to the best of my knowledge, information and belief, and do hereby state on oath that the above and foregoing facts are true and correct to the best of my knowledge, information and belief.

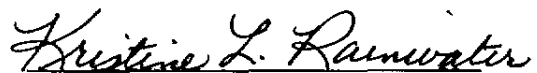
**REMINGTON COLLEGE –
TAMPA CAMPUS, INC.**

By: 
Jack W. Forrest, President

ATTEST:


Charles R. Camp, Secretary

SUBSCRIBED AND SWORN TO before me, a Notary Public, on this 17th day of November, 2004.


Notary Public

My Commission Expires: 2/5/2012



CERTIFICATE OF AMENDMENT AND RESTATEMENT
OF
ARTICLES OF INCORPORATION
OF
REMINGTON COLLEGE – TAMPA CAMPUS, INC.

Remington College – Tampa Campus, Inc., a corporation duly organized, created and existing under and by virtue of the laws of the State of Florida, by its President and Secretary, DOES HEREBY CERTIFY:

A. That the Restatement contains an amendment to the Articles of Incorporation requiring shareholder approval.

B. That the name of the corporation is Remington College – Tampa Campus, Inc.

C. That the following amendments to the Articles of Incorporation were adopted in the manner provided for by the Florida Business Corporation Act:

(i) See attached Amended and Restated Articles of Incorporation of Remington College – Tampa Campus, Inc.

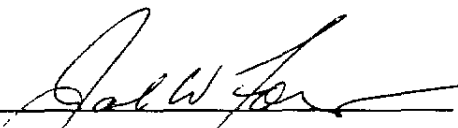
D. That the amendments were adopted by the sole shareholder in the manner prescribed by law on November 16th, 2004.

E. That the number of shares outstanding and entitled to vote on the amendments is one thousand (1,000).

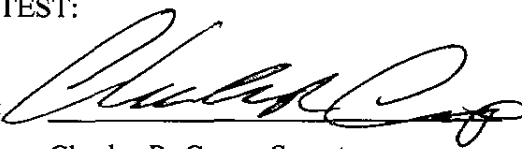
F. That the number of shares voted for the amendments was one thousand (1,000) and the number of shares voted against such amendments was none (0).

IN WITNESS WHEREOF, the said corporation, Remington College – Tampa Campus, Inc., has caused its corporate name to be subscribed by its President, who hereby verifies that the statements contained in the foregoing Certificate of Restatement are true and correct to the best of his knowledge and beliefs, and its corporate seal hereto affixed and duly attested by its Secretary on this 16th day of November, 2004.

REMINGTON COLLEGE – TAMPA CAMPUS, INC.

By: 
Jack W. Forrest, President

ATTEST:

By: 
Charles R. Camp, Secretary