

**The Amended and Restated
Articles of Incorporation
of
Florida State College Foundation, Inc.**

We, whose names are affixed hereto, do hereby associate ourselves together for the purposes of forming a corporation not for profit under the laws of the State of Florida and under the following Articles of Incorporation:

Article I

The name of this corporation is Florida State College Foundation, Inc..

Article II

The purposes for which this corporation is organized are as follows:

- a) To encourage, solicit, receive and administer gifts and bequests of property and funds for educational, scientific and charitable purposes, all for the advancement of Florida State College at Jacksonville;
- b) To enlist lay support and advice to Florida State College at Jacksonville;
- c) This corporation shall have its powers authorized under Chapter 617, Florida Statutes as it may subsequently be amended;
- d) This corporation in exercising any one of more of such powers shall do so in the furtherance of the exempt purpose for which is has been organized as described in the Internal Revenue Code of the United States.

Article III

The principal office of the corporation in the State of Florida is:

Florida State College Foundation, Inc.
501 West State Street, Suite 104
Jacksonville, Florida 32202

The resident agent and address for the corporation is:

General Counsel
Florida State College at Jacksonville
501 West State Street, Suite 446T
Jacksonville, Florida 32202

The Board of Directors may from time to time move the principal office to any other address in Florida.

Article IV

The membership of the corporation shall consist of the individuals constituting the Board of Directors.

Article V

The corporation shall have perpetual existence. If the corporation should be dissolved, all of its assets shall be distributed to Florida State College at Jacksonville or its successors.

Article VI

Section 1. Board of Directors

The affairs of the Foundation shall be managed by a Board of Directors of not less than fifteen (15) members. Their number, qualifications, terms of office and manner of selection shall be fixed in the Bylaws.

Section 2. Executive Committee

The Board of Directors may, by Bylaws, provide for the election of an Executive Committee of not less than five members of the Board of Directors and may authorize such committee to exercise all or part of the powers and authority of the Board of Directors.

Section 3. Officers

The officers of the corporation shall be a Chair, one or more Vice Chairs, Secretary and Treasurer. The officers shall be elected annually by the Board of Directors, each to serve for one year and until the election of a successor. The offices of Chair, Vice Chairs, Secretary and Treasurer shall be filled from the membership of the Board of Directors, as further defined in the Bylaws.

Article VII

These amended Articles of Incorporation may be revised at any time by a majority vote of the members of the Board of Directors.

Article VIII

The Bylaws of the corporation are to be made, altered or rescinded by the Board of Directors in the manner set forth in the Bylaws.

IN WITNESS WHEREOF, the undersigned Chair and Secretary, do make and file these amended and restated Articles of Incorporation of Florida State College Foundation, Inc., a corporation not-for-profit, formed pursuant to Chapter 617, Florida Statutes, by declaring and certifying that the facts herein stated are true. Accordingly, we have hereto set our hands and seals this September 9, 2009. These amended and restated Articles of Incorporation were adopted by the membership on the corporation on September 9, 2009. The number of votes cast were sufficient for approval.

James H. Winston
Chair

Marsha Myers
Secretary

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this _____ day of _____, 2009, by James H. Winston and Marsha Myers, the Chair and Secretary, respectively, of Florida State College Foundation, Inc., a Florida corporation not-for-profit, on behalf of the corporation.

Notary Public, State of Florida

My Commission Expires: _____