



July 1, 2009

FLORIDA DEPARTMENT OF STATE

Division of Corporations

STATE COLLEGE OF FLORIDA FOUNDATION, INC.  
P O BOX 1849  
BRADENTON, FL 34206US

Re: Document Number 743004

The Articles of Amendment to the Articles of Incorporation of THE FOUNDATION FOR MANATEE COMMUNITY COLLEGE, INC. which changed its name to STATE COLLEGE OF FLORIDA FOUNDATION, INC., a Florida corporation, were filed on June 30, 2009.

This document was electronically received and filed under FAX audit number H09000154326.

Should you have any questions regarding this matter, please telephone (850) 245-6050, the Amendment Filing Section.

Darlene Connell  
Regulatory Specialist II  
Division of Corporations

Letter Number: 709A00022696

FAX AUDIT NO:

**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
THE FOUNDATION FOR MANATEE COMMUNITY COLLEGE, INC.**

Pursuant to Section 617.1006, Florida Statutes, the Corporation desires to amend its Articles of Incorporation having been filed with the Florida Department of State on May 23, 1978, under Document Number 743004, as amended.

1. The name of this Corporation is THE FOUNDATION FOR MANATEE COMMUNITY COLLEGE, INC.
2. The Articles of Incorporation are amended to delete the existing Article I in its entirety and insert a new Article I, which shall read as follows:

The name of this Corporation shall be the STATE COLLEGE OF  
FLORIDA FOUNDATION, INC.

3. There are no members entitled to vote on the amendment. The foregoing amendment was adopted by a majority vote of the Board of Directors of the Corporation at a meeting held June 18, 2009.

IN WITNESS WHEREOF, the undersigned authorized officer of the Corporation has signed these Articles of Amendment on this \_\_\_\_\_ day of \_\_\_\_\_, 2009.

ATTEST:

By: \_\_\_\_\_  
John W. Schaub, III, President

\_\_\_\_\_  
Margaret E. Lowery, Secretary

Prepared By: Steven W. Prouty, Esq. (Bar #0404667)  
Porges, Hamlin, Knowles & Prouty, P.A.  
1205 Manatee Avenue West  
Bradenton, FL. 34206  
(941) 748-3770

FAX AUDIT NO:

AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
THE MANATEE COMMUNITY COLLEGE FOUNDATION, INC.  
A FLORIDA NONPROFIT CORPORATION

ARTICLE I. NAME

The name of this corporation shall be The Manatee Community College Foundation, Inc.

ARTICLE II. DURATION

This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation has been organized for the purpose of:

1. Receiving and holding, either absolutely or in trust, by gift, bequest, devise, grant, purchase, or otherwise, acquiring or dealing in, any real or personal property and funds, subject only to any limitations or conditions imposed by law of the instrument under which received, selling, leasing, conveying and disposing of any such property and investing and reinvesting any proceeds and other funds, and dealing and expanding the principal and income for any purposes herein authorized; acting as trustee; and in general, exercising any, all and every power, including trust powers, which a corporation not for profit organized under the laws of Florida for the foregoing purposes, can be authorized to exercise.

2. Acting as and performing the duties of trustee or acting in any other capacity under any deed, trust, will, codicil, patent, agreement, whether oral or written, or other donation, gift or transfer, in order to carry out the purposes of the foregoing

objectives or matters and things kinder thereto; and obligating itself to perform and execute any and all such conditions and trust.

3. Doing and performing all things and having all power necessary, desirable or convenient, to encourage, permit, obtain and provide funds or property of any nature for the advantage of Manatee Community College, with full power, however, and the Foundation Board of Directors to establish and modify the conditions and regulations which any funds or property shall be spent or applied so as to secure the application of such funds or other property in the manner best adapted to the conditions of the time and to the needs of Manatee Community College; provided, however, that the objective of the Foundation shall, at all times, be for most and the activities conducted by the Foundation.

#### ARTICLE IV. POWERS

This corporation may do and perform all such acts and things, including those generally allowed by the laws of Florida relative to corporations not for profit, as now existing, or as the law may henceforth provide, as from time to time may be necessary or expedient to the exercise of any and all of its corporate functions, powers and rights.

However, this corporation, in exercising any one or more of such powers shall do so in furtherance of the exempt purpose for which it has been organized as described in the applicable sections of the Internal Revenue Code.

ARTICLE V. MEMBERSHIP

Any person, firm, organization or corporation interested in the purposes and objectives of the Foundation and advancement of the College may become a member of the Corporation in accordance with the provisions of the Bylaws of the Corporation.

ARTICLE VI. MANAGEMENT

The powers of this corporation shall be exercised, its properties controlled, and its affairs and business conducted and managed by the Board of Directors, or by an Executive Committee to be appointed by the Board of Directors in the manner provided for in the Bylaws.

Any action required or permitted to be taken by the Board of Directors, under any provision of the law, may be taken without a meeting, if all of the directors shall individually or collectively consent in writing to such action. Such written consent shall be filed with the minutes of the proceedings of the Board of Directors. Any such action by written consent shall have the same force and effect as if taken by a unanimous vote of the Board of Directors. Any certificate or other document filed, under any provision of the law which relates to the actions so taken, shall state that the action was taken by the unanimous written consent of the Board of Directors without a meeting, and that these Amended Articles of Incorporation authorize the board of Directors to so

act. Such a statement shall be prima facia evidence of such authority.

#### ARTICLE VII. BOARD OF DIRECTORS

This corporation's Board of Directors shall have no less than three (3) members; provided, however, that the number of directors may be increased or decreased, from time to time, by the Board of Directors in accordance with the provisions of the Bylaws, but shall never be less than three (3).

The directors shall be elected by the Board of Directors in the manner of the election of the directors, (including ex-officio directors) to be specified in the Bylaws.

#### ARTICLE VIII. OFFICERS

The officers shall consist of a president, a vice president, a secretary, and a treasurer. This corporation may have such other officers as may be provided in the corporate Bylaws.

The officers shall be elected annually by the Board of Directors. The manner of the election of the officers shall be specified in the corporate Bylaws.

#### ARTICLE IX. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE X. REGISTERED OFFICE AND AGENT

The address of this corporation's registered office shall be: 1205 Manatee Avenue West, Bradenton, Florida 34205.

The name of the individual who shall serve as this corporation's registered agent at that address is: Gregory J. Porges.

ARTICLE XI. BYLAWS

Corporate Bylaws have been adopted by the Board of Directors. The corporate Bylaws may be amended or repealed, in whole or in part, by the Board of Directors in the manner provided therein. Any amendments to the corporate Bylaws shall be binding on this corporation's members.

ARTICLE XII. DISSOLUTION

Upon the dissolution of the Foundation, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to the District Board of Trustees of MANATEE COMMUNITY COLLEGE for the exclusive use and benefit of MANATEE COMMUNITY COLLEGE or any successor thereto, or in the event the MANATEE COMMUNITY COLLEGE or any successor thereto ceases to exist prior to or at the time of dissolution, the assets shall be distributed to the District Board of Trustees of any state supported JUNIOR or COMMUNITY COLLEGE located within the areas served by MANATEE COMMUNITY COLLEGE or any successor thereto immediately prior to the termination of existence of MANATEE

COMMUNITY COLLEGE or its successor and failing that then to the exclusive use and benefit of higher public education, in the State of Florida. Upon the dissolution of the Foundation, none of the assets shall be distributed to any member, director or officer of the Foundation.

ARTICLE XIII. AMENDMENTS

The Articles of Incorporation may be amended by a majority vote of the Board of Directors, such action to be affected upon filing same with the Secretary of State of the State of Florida, or as otherwise provided by law.

Carl Walls  
President

Oct. 19, 1990  
Date

Alan Flair  
Secretary

September 27, 1990  
Date

STATE OF FLORIDA  
COUNTY OF MANATEE

On October 19, 1990, the President signed and acknowledged signing this Amended Articles of Incorporation of The Manatee Community College Foundation, Inc.

Patricia M. Parsey  
Notary Public

STATE OF FLORIDA  
COUNTY OF MANATEE

My Commission Expires:  
Notary Public, State of Florida at Large  
My Commission Expires August 11, 1991  
Bonded thru Agent's Notary Brokerage

On September 27<sup>th</sup>, 1990, the Secretary signed and acknowledged signing this Amended Articles of Incorporation of The Manatee Community College Foundation, Inc.

Sharon A. Hendricks  
Notary Public

My Commission Expires:  
Notary Public, State of Florida  
My Commission Expires Jan. 4, 1991  
Bonded Thru Troy Fair - Insurance Inc.



ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of THE MANATEE COMMUNITY COLLEGE FOUNDATION, INC. which is contained in the foregoing Amended and Restated Articles of Incorporation. I hereby state that I am familiar with and accept the duties and responsibilities as Registered Agent for said corporation.

DATED this \_\_\_\_\_ day of \_\_\_\_\_, 1990.

\_\_\_\_\_  
Gregory J. Porges, Registered Agent

State Of Florida

County Of Manatee

On \_\_\_\_\_, 1990, the individual who shall serve as this corporation's registered agent, personally appeared before me, acknowledged accepting the designation as the corporation's registered agent, and signed and acknowledged signing these Amended and Restated Articles Of Incorporation Of THE MANATEE COMMUNITY COLLEGE FOUNDATION, INC., and the individuals designated above as the subscribers to these Amended and Restated Articles Of Incorporation personally appeared before me and signed and acknowledged signing these Amended and Restated Articles Of Incorporation Of THE MANATEE COMMUNITY COLLEGE FOUNDATION, INC.

\_\_\_\_\_  
Notary Public

Commission Expiration Date:

(Seal)

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