

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FLORIDA SOUTHWESTERN STATE COLLEGE FOUNDATION, INC.
(A Corporation Not-For-Profit)**

Pursuant to the provisions of Sections 617.1002 and 617.1007 of the Florida Not For Profit Corporation Act, FLORIDA SOUTHWESTERN STATE COLLEGE FOUNDATION, INC., a not-for-profit corporation organized and existing under the laws of the State of Florida, hereby certifies as follows:

1. The name of the corporation is FLORIDA SOUTHWESTERN STATE COLLEGE FOUNDATION, INC. (the "Corporation"). The original Articles of Incorporation were filed with the Florida Department of State and became effective on October 6, 1966.
2. These Amended and Restated Articles of Incorporation restate and integrate and further amend the Articles of Incorporation of the Corporation to read in its entirety as follows:

ARTICLE I

The name of this corporation shall be FLORIDA SOUTHWESTERN STATE COLLEGE FOUNDATION, INC., and its principal place of business shall be 8099 College Parkway, S.W., Fort Myers, Lee County, Florida 33919-5598.

ARTICLE II

The objects and powers of the Corporation shall be:

1. To receive and hold by gift, bequest, devise, grant or purchase any real or personal property, and to invest and reinvest, and to use and dispose of the same for the purpose of providing students attending Florida SouthWestern State College with funds to pursue their collegiate training, and for the purpose of providing Florida SouthWestern State College with funds with which to acquire or purchase real or personal property, and to pay for services for instruction and for the purpose of providing funds to carry on any proper activity at Florida SouthWestern State College.
2. To act and perform the duties of trustee or to act in any other fiduciary capacity under any deed of trust, will, codicil, agreement, whether oral or written, or other instrument incidental to and for the purpose of carrying out any of the foregoing objects or matters and things kindred thereto.

3. In general to do and perform all things necessary and to have all power necessary, needful, and desirable to encourage, promote, and provide with funds obtained as aforesaid, additional advantage to all students attending Florida SouthWestern State College, with full power, however, in the Board of Directors, to modify the conditions and regulations under which any funds received shall be spent, so as to secure the application of the funds in the best manner adapted to the conditions of the time and to the needs of Florida SouthWestern State College, provided, however, that the objects of the corporation shall at all times be among the foregoing and kindred hereto.

ARTICLE III

The membership of the Corporation shall consist of the individuals constituting the Board of Directors hereinafter provided, and their successors in office.

ARTICLE IV

The Corporation shall have perpetual existence.

ARTICLE V

Section 1. Board of Directors

The affairs of the Corporation and all its property shall be managed by a Board of Directors whose number may be fixed from time to time in the bylaws, but not fewer than twelve (12) persons. The Constitution of the Board and the election of officers shall be as defined by the bylaws.

Section 2. Title to Property

The title to all property of the Corporation shall be held in the name of the Corporation or as otherwise may be provided pursuant to the authority of the Board of Directors of the Corporation. Any gift, bequest, devise, or donation of any kind whatsoever to the Corporation or its Board of Directors shall be deemed to vest title in the Corporation.

Section 3. Executive Committee

The bylaws may provide for the appointment of an Executive Committee, and may authorize such committee to exercise all or part of the powers and authority of the Board of Directors.

Section 4. Officers

The officers of the Corporation shall be a Chairman, Vice Chairman, Secretary, and Treasurer. Each of said officers shall be elected by the Board of Directors. The offices of Chairman, Vice Chairman, Secretary, and Treasurer shall be filled from the membership of the Board of Directors and the offices of Secretary and Treasurer may be held by one and the same person. The Board of Directors may create additional officer positions to meet the needs of the Corporation.

Section 5. Seal.

The seal of the Corporation shall be inscribed with the following words: "Florida SouthWestern State College Foundation, Inc.," and the seal shall include the figures "1966."

Section 6. Meetings.

The meetings of said Board of Directors shall be at such time as shall be set forth in the bylaws.

Section 7. Bylaws.

The bylaws of the Corporation are to be made, altered, or rescinded by the Board of Directors of the Corporation in such a manner as may be set forth in the bylaws.

ARTICLE VI

The amount of indebtedness for which this Corporation may bind itself is without limitation, with any indebtedness to be approved by the Board of Directors.

ARTICLE VII

The Corporation is organized exclusively for exempt purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law (the "Code"), and is not formed for pecuniary profit or financial gain. No part of the assets, income, or net earnings of the Corporation shall inure to the benefit of or be distributable to any director or officer of the Corporation or any other private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the benefit of the Corporation, and to make payments and distributions in furtherance of any of the purposes set forth in Article II of the Articles of Incorporation.

No substantial part of the activities of the Corporation shall be devoted to carrying on propaganda or attempting otherwise to influence legislation and the Corporation shall not participate in, or intervene in (including the publishing or the distribution of statements), any political campaign on behalf of any candidate for public office.

In the event of dissolution of the Corporation, the residual assets will be distributed to the Board of Trustees of Florida SouthWestern State College, or to its successor institution designated by Florida Department of Education, to be used for one or more exempt purposes within the meaning of section 501(c)(3) of the Code for the benefit of college students and programs in Lee, Charlotte, Collier, Glades, and Hendry Counties.

Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

The foregoing Amended and Restated Articles of Incorporation were approved and adopted by unanimous decision of the Members during a Membership Meeting held on the 5/4/19 in accordance with Sections 617.01201, 617.002, and 617.1007 of the Florida Not For Profit Corporation Act; accordingly, the votes cast by the Members of the Corporation were sufficient for approval.

The duly adopted Amended and Restated Articles of Incorporation supercede the original Articles of Incorporation and all amendments thereto.

IN WITNESS WHEREOF, the Chairman of the Corporation has hereunto affixed her hand this 4th day of May, 2019.

By: Marcia Hobe
Marcia Hobe, Chairman