

FILED

ARTICLES OF INCORPORATION

OF

MAY 21 10 25 AM '79
COMMUNITY COLLEGE CORPORATION FOR INTERNATIONAL DEVELOPMENT, INC.
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a Corporation not for pecuniary profit, under Chapter 617, Florida Statutes, 1977.

ARTICLE I.

The name of this Corporation is:

COMMUNITY COLLEGE CORPORATION FOR INTERNATIONAL DEVELOPMENT, INC.

ARTICLE II.

The purposes for which this Corporation (hereinafter called the "Corporation") is organized are as follows:

1. The purpose of this Corporation shall be to identify, develop and expand mutually beneficial international relationships which contribute to the improvement of college programs and services. The Corporation shall provide mid-level manpower training and technical assistance in occupational, vocational, and technical education to developing nations throughout the world.

2. Not inconsistent with the purposes herewith abovestated, the Corporation may take and hold, either absolutely or in trust, for any of said purposes, funds and property of all kinds, subject only to any limitations or conditions imposed by law of the instrument under which received; to sell, lease, convey and dispose of any such property and to invest and reinvest any proceeds and other funds, and to deal with and expend the principal and income for any purposes herein authorized; to act as trustee; and, in general, to exercise 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.

3. To do and perform any acts and expend its funds in any manner which the Executive Committee shall determine will be beneficial to the purposes of the Corporation.

4. Upon specific approval of the Executive Committee, to borrow any sums, on such terms and with such security, if any, as may be prescribed in such approval, but no trust assets may be pledged or committed in a manner that would violate the trust upon which held.

5. All of the assets and income of the Corporation shall be used only for the purposes hereinabove set out, including the payment of expenses incidental thereto; and no part of its assets or income shall be distributable to its members, Directors, or officers, and no substantial part of its activities shall be for the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

ARTICLE III.

Upon dissolution of this organization, all of its assets remaining after payments of all costs and expenses of such dissolution shall be distributed to the member institutions in equal shares provided however such institutions have qualified for exemption under Section 501(C)(3) of the Internal Revenue Code, for a public purpose and none of these assets will be distributed to any member, officer, or trustee of this organization.

ARTICLE IV.

This Corporation shall be authorized to exercise the powers permitted non-profit Corporations under Chapter 617, Florida Statutes; provided, however, that 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 Section 501 (C) (3) of the Internal Revenue Code.

ARTICLE V.

Notwithstanding any other provision of these Articles, these purposes are limited to those described in Section 501 (C) (3) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue Law.

ARTICLE VI.

1. The membership in this Corporation shall be by invitation subject to sponsorship by a current member institution.
2. Membership in this Corporation shall extend only to institutions which satisfy the minimum criteria as provided by the By-laws.
3. Approval by two-thirds (2/3) vote of the members of the Executive Committee present at a meeting at which a quorum is present.

ARTICLE VII.

1. The officers of the Executive Committee shall be a Chairman and Vice Chairman.

2. The Chairman and Vice Chairman of the Executive Committee shall be elected by a majority vote at the annual meeting.
3. The Executive Director of the Corporation shall serve as the Recording Secretary/Treasurer for the Executive Committee.
4. All officers of the Executive Committee shall serve for one (1) year from the time of the annual meeting or until replacements have been elected.
5. The Vice Chairman shall represent the Corporation in the absence of, or at the direction of, the Chairman.
6. The Executive Director shall report to the Chairman of the Executive Committee for direction and supervision.
7. The Recording Secretary shall record the minutes of all Executive Committee meetings and, within thirty (30) days of the meeting, distribute the minutes to the members.

ARTICLE VIII.

The names of the officers who are to manage the affairs of the Corporation until after the first election hereunder are:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
MAXWELL C. KING	1519 Clearlake Road Brevard Community College Cocoa, Florida 32922	Chairman
HAROLD E. SHIVELY	Bunker Hill Community College Rutherford Avenue Charlestown, Mass. 02129	Vice/Chairman

ARTICLE IX.

1. The affairs of the Corporation shall be managed by an Executive Committee of not less than five (5) nor more than thirty-three (33) members, except as otherwise provided herein, their number, qualification, terms of office, and manner of selection shall be fixed in the By-Laws. The quorum required for the conduct of business shall be fixed in the By-Laws.
2. The Executive Committee for the Corporation shall consist of the president of each of the member institutions.
3. The Executive Committee shall be selected annually by a majority of the members present at the annual organizational meeting. The first annual organizational meeting shall be on the second Tuesday of September, 1979. The Corporation will hold at a minimum two meetings per year. The presidents from the member institutions must be present for at least one of the two designated meetings each year. The International Directors of the member institutions may represent the presidents at all other meetings. Lack of participation may result in revocation of membership.
4. The Executive Committee shall be the ultimate authority on all matters pertaining to the Corporation during the periods between the annual meetings of

the Corporation. The Executive Committee shall direct the policies and administer the affairs of the Corporation except as otherwise provided in the Constitution and By-laws.

5. The Executive Committee shall adopt an annual budget and shall provide at the annual meeting an audit of the records of the Corporation.

6. The Executive Committee shall approve all Corporation development activities and project contracts to be implemented in the name of the Corporation and shall designate the member college which shall serve as the coordinator of the Corporation activities.

ARTICLE X.

The following seven (7) persons shall constitute the Executive Committee and the original subscribers of these Articles of Incorporation until the first election hereunder, to-wit:

<u>NAME</u>	<u>ADDRESS</u>
Maxwell C. King, President	1519 Clearlake Road Brevard Community College Cocoa, Florida
Robert L. Brauder, Special Assistant	Brevard Community College 1519 Clearlake Road Cocoa, Florida
Harold E. Shively, President	Bunker Hill Community College Rutherford Avenue Charlestown, Mass. 02129
John R. Kotula, President	Delaware Technical and Community College Post Office Box 897 Dover, Delaware 19901
Fred Fore, President	Florence-Darlington Technical College Florence, South Carolina 29501
Benjamin R. Wygal, President	Florida Junior College at Jacksonville 21 West Church Street Jacksonville, Florida 32202
Kenneth P. Walker, President	Navarro College Post Office Box 1170 Corsicana, Texas 75110

ARTICLE XI.

1. The Executive Committee shall meet in the Fall and in the Spring and at other times as designated.

2. The Executive Committee shall meet at the time and place determined by the Executive Committee.

3. The Executive Committee meeting in the Fall shall be designated at the Corporation's annual meeting.

ARTICLE XII.

These Articles of Incorporation may be amended at any annual meeting, or at any special meeting called for that purpose, by a two-thirds (2/3) vote of the members of the Executive Committee in attendance at which a quorum is present and voting throughout.

Proposed amendments shall be submitted in writing to the Executive Committee thirty (30) days prior to either the Fall or Spring designated meetings of the Corporation.

ARTICLE XIII.

The By-Laws of the Corporation are to be made, altered or rescinded by the Executive Committee in the manner set forth in the By-Laws.

ARTICLE XIV.

Each member institution shall have one vote at any membership meeting and there may be included in the By-Laws a provision as to the number of members which shall constitute a quorum at any membership meeting.

ARTICLE XV.

The initial registered office and post office address of the principal office of this Corporation in the State of Florida is: BREVARD COMMUNITY COLLEGE, Cocoa, Florida. The Executive Committee may from time to time move the principal office to any other address.

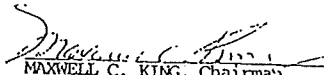
ARTICLE XVI.

The name of the initial registered agent of this Corporation at the above address is Dr. Maxwell C. King.

ARTICLE XVII.

The Corporate existence of this Corporation shall commence upon the filing of these Articles with the Secretary of State in the manner provided by law.

IN WITNESS WHEREOF, the parties hereby have hereunto set their hands and seals this 9th day of May, 1979.


MAXWELL C. KING, Chairman (Seal)

STATE OF FLORIDA)
COUNTY OF BREVARD)

BEFORE ME, the undersigned authority, personally appeared MAXWELL C. KING, a person known to me to be the person who executed the foregoing Articles of Incorporation of COMMUNITY COLLEGE CORPORATION FOR INTERNATIONAL DEVELOPMENT, INC.

who, under oath, acknowledged before me that he executed the same for the uses and purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and Official Seal in the County and State aforesaid this 7th day of February, 1979.

Sharon M. Edwards
NOTARY PUBLIC

My Commission Expires:

Notary Public, State of Florida (1) to (2)
My Commission Expires April 10, 1981
[Seal of Notary Public & County Clerk]

Robert L. Breuder (Seal)
ROBERT L. BREUDER, Executive Director

STATE OF FLORIDA)

COUNTY OF BREVARD)

BEFORE ME, the undersigned authority, personally appeared ROBERT L. BREUDER, a person known to me to be the person who executed the foregoing Articles of Incorporation of COMMUNITY COLLEGE CORPORATION FOR INTERNATIONAL DEVELOPMENT, INC., who, under oath, acknowledged before me that he executed the same for the uses and purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and Official Seal in the County and State aforesaid this 7th day of February, 1979.

Sharon M. Edwards
NOTARY PUBLIC

My Commission Expires:

Notary Public, State of Florida (1) to (2)
My Commission Expires April 10, 1981
[Seal of Notary Public & County Clerk]

Harold E. Shively (Seal)
HAROLD E. SHIVELY

STATE OF MASSACHUSETTS
COUNTY OF

BEFORE ME, the undersigned authority, personally appeared HAROLD E. SHIVELY, a person known to me to be the person who executed the foregoing Articles of Incorporation of COMMUNITY COLLEGE CORPORATION FOR INTERNATIONAL DEVELOPMENT, INC., who, under oath, acknowledged before me that he executed the same for the uses and purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the County and State aforesaid this 16 day of February, 1979.

My Commission Expires:
5/22/81

John R. Kotula
NOTARY PUBLIC

John R. Kotula (Seal)
JOHN R. KOTULA

STATE OF DELAWARE
COUNTY OF

BEFORE ME, the undersigned authority, personally appeared JOEL R. KOTULA, a person known to me to be the person who executed the foregoing Articles of Incorporation of COMMUNITY COLLEGE CORPORATION FOR INTERNATIONAL DEVELOPMENT, INC., who, under oath, acknowledged before me that he executed the same for the uses and purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the County and State aforesaid this 26th day of February, 1979.

My Commission Expires:
7/8/80

Nancy Jo Robertson (Seal)
NOTARY PUBLIC

Fred Fore (Seal)
FRED FORE

STATE OF SOUTH CAROLINA

COUNTY OF

BEFORE ME, the undersigned authority, personally appeared FRED FORE, a person known to me to be the person who executed the foregoing Articles of Incorporation of COMMUNITY COLLEGE CORPORATION FOR INTERNATIONAL DEVELOPMENT, INC., who, under oath, acknowledged before me that he executed the same for the uses and purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the County and State aforesaid this 1 day of April, 1979.

Dorinda S. Warty
NOTARY PUBLIC

My Commission Expires: 11-15-82

Benjamin R. Wycal (Seal)
BENJAMIN R. WYGAL

STATE OF FLORIDA)

COUNTY OF DUVAL)

BEFORE ME, the undersigned authority, personally appeared BENJAMIN R. WYGAL, a person known to me to be the person who executed the foregoing Articles of Incorporation of COMMUNITY COLLEGE CORPORATION FOR INTERNATIONAL DEVELOPMENT, INC., who, under oath, acknowledged before me that he executed the same for the uses and purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the County and State aforesaid this 6 day of March, 1979.

Martin R. ...
NOTARY PUBLIC

My Commission Expires:
Notary Public, State of Florida at Large
My Commission Expires Sept. 18, 1981
Bonded by ...

Kenneth P. Walker (Seal)
KENNETH P. WALKER

STATE OF TEXAS

COUNTY OF

BEFORE ME, the undersigned authority, personally appeared KENNETH P. WALKER, a person known to me to be the person who executed the foregoing Articles of Incorporation of COMMUNITY COLLEGE CORPORATION FOR INTERNATIONAL DEVELOPMENT INC., who, under oath, acknowledged before me that he executed the same for the uses and purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the County and State aforesaid this 20 day of MARCH, 1979.

Kenneth P. Walker
NOTARY PUBLIC

My Commission Expires:

October 31, 1980

STATEMENT OF DESIGNATION AND ACCEPTANCE
OF INITIAL REGISTERED AGENT AND REGISTERED OFFICE OF
COMMUNITY COLLEGE CORPORATION FOR INTERNATIONAL DEVELOPMENT, INC.

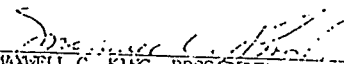
Pursuant to the provisions of Florida Statutes, Sections 48.091 and 607.034(3), the undersigned as President of COMMUNITY COLLEGE CORPORATION FOR INTERNATIONAL DEVELOPMENT, INC., hereby files this statement of the designation and acceptance of the initial registered agent of the Corporation.

The street address of the initial registered office of this Corporation is BREVARD COMMUNITY COLLEGE, Cocoa, Florida, and the name of the initial registered agent of this Corporation at that address is DR. MAXWELL C. KING.

I hereby certify that the designation of said initial registered agent and registered office of the Corporation was authorized by resolution duly adopted by the Corporation.

DATED THIS 9th DAY OF May, 1979.

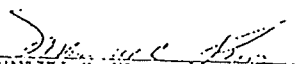
FILED
MAR 23 10 26 AM '79
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA


MAXWELL C. KING, PRESIDENT
COMMUNITY COLLEGE CORPORATION FOR
INTERNATIONAL DEVELOPMENT, INC.

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I hereby accept appointment as the registered agent of COMMUNITY COLLEGE CORPORATION FOR INTERNATIONAL DEVELOPMENT, INC., at the initial registered office of the Corporation at BREVARD COMMUNITY COLLEGE, Cocoa, Florida.

DATED THIS 9th DAY OF May, 1979.


MAXWELL C. KING