AMENDED ARTICLES OF INCORPORATION OF
Commission for Public Higher Education, Inc.
A FLORIDA NOT FOR PROFIT CORPORATION

ARTICLE I

NAME AND ADDRESS

The name of this Corporation shall be: **Commission for Public Higher Education, Inc.** The principal office of the Corporation is located at 325 West Gaines Street, Suite 1614, Tallahassee, FL 32399, and the mailing address is 325 West Gaines Street, Suite 1614, Tallahassee, FL 32399.

ARTICLE II

CORPORATE EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE III

CORPORATE PURPOSES

Section 1. General Purpose

The Corporation is organized under The Florida Not for Profit Corporation Act, Fla. Stat. § 617.01011, et seq. (the "Law"), shall be a not for profit, nonsectarian organization formed and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code ("Code"). In furtherance of the foregoing, the Corporation may act as an accrediting agency for public colleges and universities, receive bequests of property and funds for scientific, educational and charitable purposes, all for the advancement of certain public university systems and their objectives; and to that end to take and hold, for any of said purposes, funds and property of all kinds, subject only to any limitations or conditions imposed by law or in the instrument under which received; to buy, 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 of said purposes; and, in general, to exercise any, and all powers which a not for profit corporation organized under the laws of Florida for the foregoing purposes can be authorized to exercise.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III. No substantial part of the activities of the Corporation shall be 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 distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, 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.

During any period that the Corporation may be found to be a private foundation, as defined by Section 509(a) of the Code, the Corporation shall: (1) distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942(a) of the Code; (2) not engage or be involved in any act of self- dealing, as defined in Section 4941(d) of the Code, so as to give rise to any liability for the tax imposed by Section 4941(a) of the Code; (3) not retain any excess business holdings as defined in Section 4943(c) of the Code, so as to give rise to any liability for the tax imposed by Section 4943(a) of the Code; (4) not make any investments which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Section 4944 of the Code, so as to give rise to any liability for the tax imposed by Section 4944(a) of the Code; and (5) not make any taxable expenditures, as defined in Section 4945(d) of the Code, so as to give rise to any liability imposed by Section 4945(a) of the Code.

Section 2. Specific Purpose.

The specific purpose of the Corporation is to advance the quality and improvement of higher education by accrediting and pre-accrediting public colleges and universities that are incorporated, chartered, licensed or authorized in the United States. The Corporation shall serve as an institutional accrediting agency for public colleges and universities that award associates, bachelors or higher degrees. The Corporation may also engage in any activities that are reasonably related to or in furtherance of its stated charitable and educational purposes.

ARTICLE IV

CORPORATE POWERS

The Corporation shall have and exercise all powers accorded not for profit corporations under the Law, which are not in conflict with the Corporation's exempt purposes as provided in Article III above.

ARTICLE V

CAPITAL STOCK

The Corporation shall not have capital stock.

ARTICLE VI

MEMBERS

The Corporation shall have members ("Members") and the Members and the manner of their admission shall be defined in the Bylaws of the Corporation ("Bylaws"). The Corporation's Board of Directors (as defined in Article VII) may, from time to time, and pursuant to the Bylaws, allow for the addition of other Members, the designation of one or more classes of membership, the qualifications and rights of the Members of each class, and the manner of their admission to membership; provided, however, that any additional member(s) of the Corporation must be approved by the affirmative vote of a majority of the Members and any Corporate Affiliates (as provided for in the Bylaws). A list of current Members and Corporate Affiliates shall be maintained by the Corporation as provided in the Bylaws.

ARTICLE VII

BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, a Board of Directors, the number of which may be either increased or decreased from time to time as regulated by the Bylaws, but shall consist of not fewer than seven Directors ("Board of Directors"). The manner and method of election of the Board of Directors shall be as stated in the Bylaws. Where not inconsistent with the Law, the express provisions of these Articles of Incorporation, and subject to the Bylaws, the Board of Directors shall have all the rights, powers, and privileges prescribed by the Law. The Board of Directors shall hold office for such terms as provided in the Bylaws or until their successors have been appointed or until their earlier resignation, removal from office, inability to act, or death.

To the fullest extent permitted by applicable law, as now in effect or as it may hereafter be amended, no person who is serving or who has served as a director or officer of the Corporation shall be personally liable to the corporation for monetary damages for breach of duty as a director or officer. No amendment or repeal of this Article VII, nor the addition of any provision to these Articles of Incorporation inconsistent with this Article VII, shall eliminate or reduce the protection granted herein with respect to any matter that occurred prior to such amendment, repeal, or addition.

ARTICLE VIII

AMENDMENTS

These Articles of Incorporation may be amended by (a) the affirmative vote of a majority of the members of the Board of Directors present at any regular or special meeting provided proper notice of the changes to be made has been given and a quorum is present, or without a meeting if a consent in writing, signed by all the Corporation's Directors, is filed in the minutes of the Corporation; and (b) the affirmative vote of a majority of the Members and Corporate Affiliates.

ARTICLE IX

DISSOLUTION

Upon dissolution, and subject to Law and the Internal Revenue Code, all the Corporation's assets remaining after payment of all costs and expenses of such dissolution shall be distributed to the Corporation's Members and Corporate Affiliates, or such Members' and Corporate Affiliates' successors in interest, in proportion to the amount of monetary funds, or in kind services, contributed or donated by such Members to the Corporation, to be used for such charitable, educational, or scientific purpose or purposes within the meaning of section 501(c)(3) of the Code. None of the assets shall be distributed to any officer or director of the Corporation, or any other person or organization not described in the preceding sentence.

ARTICLE X

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Registered Office of the Corporation is Ray Rodrigues, 325 West Gaines Street, Suite 1614, Tallahassee, FL 32399, and the name of the Registered Agent at such address is the Chancellor of the State University System of Florida. Having been named as registered agent to accept service of process for the above-stated Corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

By:_____
Signature of Registered Agent

Print Name: Ray Rodrigues

Date:_____

ARTICLE XI

EFFECTIVE DATE

The Effective Date of these Amended Articles of Incorporation shall be the date of filing with the Florida Department of State.

IN WITNESS WHEREOF, I have executed these Articles of Incorporation of Commission for Public Higher Education, INC., on this ___ of _____, 2026, and I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s. 817.155, F.S.

By:_____
Signature of Incorporator

Print Name: Ray Rodrigues
325 West Gaines, Suite 1614
Tallahassee, FL 32399