

8718Form
Rev. January 1998
Department of the Treasury
Internal Revenue Service**User Fee for Exempt Organization
Determination Letter Request**▶ Attach this form to determination letter application.
(Form 8718 is NOT a determination letter application.)

1705326501504

For IRS Use Only

Control number
Amount paid
Date due to submit

1 Name of exempt organization

Everglades College, Inc.

2 Employer Identification Number
SS: 1829642

Caution: Do not attach Form 8718 to an application for a pension plan determination letter. Use Form 8717 instead.

1 Type of request

Fee

- a
- ☐
- Initial request for a determination letter fee:

- An exempt organization that has had annual gross receipts averaging not more than \$10,000 during the preceding 4 years, or
- A new organization that anticipates gross receipts averaging not more than \$10,000 during its first 4 years ▶ \$180

Note: If you checked box 3a, you must complete the Certification below.

Certification

I certify that the annual gross receipts of

have averaged (or are expected to average) not more than \$10,000 during the preceding 4 (or the first 4 years of operation).

Signature ▶

Title ▶

- b
- ☒
- Initial request for a determination letter fee:

- An exempt organization that has had annual gross receipts averaging more than \$10,000 during the preceding 4 years, or
- A new organization that anticipates gross receipts averaging more than \$10,000 during its first 4 years... ▶ \$500

- c
- ☐
- Group exemption letters ▶ \$500

Instructions

The law requires payment of a user fee with each application for a determination letter. The user fees are listed on line 2 above. For more information, see Rev. Proc. 96-8, 1996-1, Ltr. R. 225.

Check the box on line 1 for the type of application you are submitting. If you check box 3a, you must complete and sign the certification statement at the bottom under line 3b.

Attach to Form 8718 a check or money order payable to the Internal Revenue Service for the full amount of the user fee. If you do not include the full amount, your application will be returned. Attach Form 8718 to your determination letter application.

Send the determination letter application and Form 8718 to:
Internal Revenue Service
P.O. Box 132
Covington, KY 41012-0132

If you are using express mail or a delivery service, send the application and Form 8718 to:

Internal Revenue Service
201 West Rivercenter Blvd.
Apt. Extracting Stop 812
Covington, KY 41011

POSTMARK RECEIVED
SEP 13 '98 SEP 18 '98
CHICAGO
SERVICE CENTER

Attach Check or Money Order Here

Form **2848**

(Rev. December 1997)

Department of the Treasury
Internal Revenue Service**Power of Attorney
and Declaration of Representative**

See the separate instructions.

Part I Power of Attorney (Please type or print.)

1. Taxpayer information (Taxpayers must sign and date this form on page 2, line 3.)

Taxpayer name(s) and address:
Everglades College, Inc.
1550 Northwest 45th Street
Fort Lauderdale, FL 33309Social Security number(s)
:
:
:
Daytime telephone number
(054) 776-4476Employer identification
number
53 1829602
Plan number (if applicable)Section 1915(b)(2)
For IRS Use Only
Received by:
Name _____
Telephone _____
Function _____
Date ____/____/____

hereby appoint(s) the following representative(s) as attorney-in-fact:

2. Representative(s) (Representative(s) must sign and date this form on page 2, Part II.)

Name and address:
Nick Jevanovich, Esq.
Berger Davis & Singerman, 350 E. Las Olas Blvd., Ste. 1000
Fort Lauderdale, FL 33301CAF No. 2805-12661R
Telephone No. (954) 525-2600
Fax No. (954) 525-2612
Check if new: Address ☐ Telephone No. ☐Name and address:
Edward T. Yevoli, Esq.
Berger Davis & Singerman, 350 E. Las Olas Blvd., Ste. 1000
Fort Lauderdale, FL 33301CAF No. 4005-75704R
Telephone No. (954) 525-9900
Fax No. (954) 523-2372
Check if new: Address ☐ Telephone No. ☐

Name and address:

CAF No. _____
Telephone No. _____
Fax No. _____
Check if new: Address ☐ Telephone No. ☐

(to represent the taxpayer(s) before the Internal Revenue Service for the following tax matter(s):

3. Tax matters

Type of Tax (Income, Employment, Excise, etc.)	Tax Form Number (1040, 941, 720, etc.)	Year(s) or Period(s)
Income	Form 1023	2000

4. Specific use not recorded on Centralized Authorization File (CAF): the power of attorney is for a specific use not recorded on CAF; check this box. (See instruction for line 4—Specific uses not recorded on CAF.) ☐

5. Acts authorized. The representatives are authorized to receive and inspect confidential tax information and to perform any and all acts that I (we) can perform with respect to the tax matters described on line 3. For example, the authority to sign an agreement, consent, or other document. The authority does not include the power to receive refund checks (see line 6 below), the power to substitute another representative unless specifically added below, or the power to sign certain returns (see instruction for line 5—Acts authorized).

List any specific additions or deletions to the acts otherwise authorized in this power of attorney: _____

Note: In general, an unenrolled preparer of tax returns cannot sign any document for a taxpayer. See Revised Procedure 81-38, printed as Pub. 470, for more information.

Note: The tax matters partner of a partnership is not permitted to authorize representatives to perform certain acts. See the instructions for more information.

6. Receipt of refund checks: if you want to authorize a representative named on line 2 to receive BUT NOT TO ENDORSE OR CASH refund checks, initial here _____ and list the name of that representative below.

Name of representative to receive refund check(s): _____

For Paperwork Reduction and Privacy Act Notice, see the separate instructions.

Cat. No. 11300J

Form 2848 (Rev. 12-97)

Form 2848 (Rev. 12-97)

Page 2

- 7 Notices and communications. Original notices and other written communications will be sent to you and a copy to the first representative listed on line 2 unless you check one or more of the boxes below.
- a If you want the first representative listed on line 2 to receive the original, and yourself a copy, of such notices or communications, check this box. ☐
- b If you also want the second representative listed to receive a copy of such notices and communications, check this box. ☐
- c If you do not want any notices or communications sent to your representative(s), check this box. ☐
- 8 Retention/revocation of prior power(s) of attorney. The filing of this power of attorney automatically revokes all earlier power(s) of attorney on file with the Internal Revenue Service for the same tax matters and years or periods covered by this document. If you do not want to revoke a prior power of attorney, check here. ☐
YOU MUST ATTACH A COPY OF ANY POWER OF ATTORNEY YOU WANT TO REMAIN IN EFFECT.
- 9 Signature of taxpayer(s). If a tax matter concerns a joint return, both husband and wife must sign if joint representation is requested; otherwise, see the instructions. If signed by a corporate officer, partner, guardian, tax matters partner, executor, receiver, administrator, or trustee on behalf of the taxpayer, I certify that I have the authority to execute this form on behalf of the taxpayer.

► IF NOT SIGNED AND DATED, THIS POWER OF ATTORNEY WILL BE RETURNED.



Signature

11/9/01

Date

President

Title (if applicable)

Arthur Kelsner

Print Name

Signature

Date

Title (if applicable)

Print Name

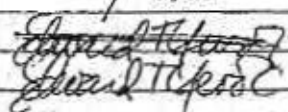
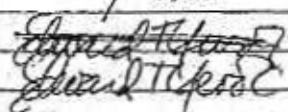
Part II Declaration of Representative

Under penalties of perjury, I declare that:

- I am not currently under suspension or disbarment from practice before the Internal Revenue Service;
- I am aware of regulations contained in Treasury Department Circular No. 230 (31 CFR, Part 101, as amended), concerning the practice of attorneys, certified public accountants, enrolled agents, enrolled actuaries, and others;
- I am authorized to represent the taxpayer(s) identified in Part I for the tax matter(s) specified there; and
- I am one of the following:
 - a Attorney—a member in good standing of the bar of the highest court of the jurisdiction shown below;
 - b Certified Public Accountant—duly qualified to practice as a certified public accountant in the jurisdiction shown below;
 - c Enrolled Agent—enrolled as an agent under the requirements of Treasury Department Circular No. 230;
 - d Officer—a bona fide officer of the taxpayer's organization;
 - e Full-Time Employee—a full-time employee of the taxpayer;
 - f Family Member—a member of the taxpayer's immediate family (i.e., spouse, parent, child, brother, or sister);
 - g Enrolled Actuary—enrolled as an actuary by the Joint Board for the Enrollment of Actuaries under 29 U.S.C. 1242 (the authority to practice before the Service is limited by section 10.3(a)(1) of Treasury Department Circular No. 230);
 - h Unenrolled Return Preparer—an unenrolled return preparer under section 10.3(c)(vii) of Treasury Department Circular No. 230.

► IF THIS DECLARATION OF REPRESENTATIVE IS NOT SIGNED AND DATED, THE POWER OF ATTORNEY WILL BE RETURNED.

ALREADY ON FILE FOR MR JAV ANDYON

Designation—Insert above letter (a–h)	Jurisdiction (state) or Enrollment Card No.	Signature	Date
a	Florida		
a	Florida		11/12/01

Power of Attorney and Declaration of Representative

▶ See the separate instructions.

OMB No. 1545-0110
 For IRS Use Only
 Received by: _____
 Name _____
 Telephone _____
 Function _____
 Date 1 / 1 /

Part I Power of Attorney (Please type or print.)

1 Taxpayer information (Taxpayer(s) must sign and date this form on page 2, line 9.)		
Taxpayer name(s) and address Everglades College, Inc. 1500 Northwest 49th Street Fort Lauderdale, FL 33309	Social security number(s)	Employer identification number 65 0216638
	Daytime telephone number (954) 776-4476	Plan number (if applicable)

hereby appoint(s) the following representative(s) as attorney-in-fact:

2 Representative(s) (Representative(s) must sign and date this form on page 2, Part II.)	
Name and address Laz L. Schneider, Esq. Berger Singerman, 350 E. Las Olas Blvd., Ste. 1000 Fort Lauderdale, FL 33301	CAF No. Telephone No. (954) 523-9900 Fax No. (954) 523-2872 Check if new: Address <input type="checkbox"/> Telephone No. <input type="checkbox"/>
Name and address	CAF No. Telephone No. Fax No. Check if new: Address <input type="checkbox"/> Telephone No. <input type="checkbox"/>
Name and address	CAF No. Telephone No. Fax No. Check if new: Address <input type="checkbox"/> Telephone No. <input type="checkbox"/>

to represent the taxpayer(s) before the Internal Revenue Service for the following tax matters:

3 Tax matters		
Type of tax (income, employment, excise, etc.)	Tax Form Number (1040, 941, 720, etc.)	Year(s) or Period(s)
Income	Form 1023	2000

4 Specific use not recorded on Centralized Authorization File (CAF). If the power of attorney is for a specific use not recorded on CAF, check this box. (See instruction for Line 4—Specific uses not recorded on CAF.) ☐

5 Acts authorized. The representatives are authorized to receive and inspect confidential tax information and to perform any and all acts that I (we) can perform with respect to the tax matters described on line 3, for example, the authority to sign any agreements, consents, or other documents. The authority does not include the power to receive refund checks (see line 6 below), the power to substitute another representative unless specifically added below, or the power to sign certain returns (see instruction for Line 5—Acts authorized).

List any specific additions or deletions to the acts otherwise authorized in this power of attorney:

Note: In general, an unenrolled preparer of tax returns cannot sign any documents for a taxpayer. See Revenue Procedure 91-28, printed as Pub. 470, for more information.

Note: The tax matters partner of a partnership is not permitted to authorize representatives to perform certain acts. See the instructions for more information.

6 Receipt of refund checks. If you want to authorize a representative named on line 2 to receive, BUT NOT TO ENDORSE OR CASH, refund checks, initial here _____ and list the name of that representative below.

Name of representative to receive refund check(s) ▶ _____

7. Notices and communications. Original notices and other written communications will be sent to you and a copy to the first representative listed on line 2 unless you check one or more of the boxes below:
- a. If you want the first representative listed on line 2 to receive the original, and yourself a copy, of such notices or communications, check this box. ☐
 - b. If you also want the second representative listed to receive a copy of such notices and communications, check this box. ☐
 - c. If you do not want any notices or communications sent to your representative(s), check this box. ☐
8. **Revocation/revocation of prior power(s) of attorney.** The filing of this power of attorney automatically revokes all earlier power(s) of attorney on file with the Internal Revenue Service for the same tax matters and years or periods covered by this document. If you do not want to revoke a prior power of attorney, check here. ☐
YOU MUST ATTACH A COPY OF ANY POWER OF ATTORNEY YOU WANT TO REMAIN IN EFFECT.
9. **Signature(s) of taxpayer(s).** If a tax matter concerns a joint return, both husband and wife must sign if joint representation is requested, otherwise, see the instructions. If signed by a corporate officer, partner, guardian, tax matters partner, executor, trustee, administrator, or officer in behalf of the taxpayer, I certify that I have the authority to execute this form on behalf of the taxpayer.

▶ IF NOT SIGNED AND DATED, THIS POWER OF ATTORNEY WILL BE RETURNED.



Signature

3/6/01

Date

President

Title (if applicable)

Arthur Keiser

Print Name

Signature

Date

Title (if applicable)

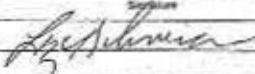
Print Name

Part II Declaration of Representative

Under penalties of perjury, I declare that:

- I am not currently under suspension or disbarment from practice before the Internal Revenue Service;
- I am aware of regulations contained in Treasury Department Circular No. 230 (31 CFR, Part 101, as amended, concerning the practice of attorneys, certified public accountants, enrolled agents, enrolled actuaries, and others;
- I am authorized to represent the taxpayer(s) identified in Part I for the tax matter(s) specified here; and
- I am one of the following:
 - a. **Attorney**—a member in good standing of the bar of the highest court of the jurisdiction shown below;
 - b. **Certified Public Accountant**—duly qualified to practice as a certified public accountant in the jurisdiction shown below;
 - c. **Enrolled Agent**—enrolled as an agent under the requirements of Treasury Department Circular No. 230;
 - d. **Officer**—a full-time officer of the taxpayer's organization;
 - e. **Full-time Employee**—a full-time employee of the taxpayer;
 - f. **Family Member**—a member of the taxpayer's immediate family (i.e., spouse, parent, child, brother, or sister);
 - g. **Enrolled Actuary**—enrolled as an actuary by the Joint Board for the Enrollment of Actuaries under 29 U.S.C. 1212 (the authority to practice before the Service is limited by section 10.316(f) of Treasury Department Circular No. 230);
 - h. **Unenrolled Revenue Preparer**—an unenrolled return preparer under section 10.316(b) of Treasury Department Circular No. 230.

▶ IF THIS DECLARATION OF REPRESENTATIVE IS NOT SIGNED AND DATED, THE POWER OF ATTORNEY WILL BE RETURNED.

Designatory—insert above letter (a-h)	Authorization (attach to Enrollment Card No.)	Signature	Date
a	Print ID#		2/8/2001

Form **1023**
 (Use September 1998
 Instructions for U.S. Treasury
 Department Revenue Ruling 98-15)

Application for Recognition of Exemption Under Section 501(c)(3) of the Internal Revenue Code

OMB No. 1545-0047
 Notice: If exempt status is
 approved, this
 application will be open
 for public review.

Read the instructions for each Part carefully.
 A User Fee must be attached to this application.

If the required information and appropriate documents are not submitted along with Form 8718 (with payment of the appropriate user fee), the application may be returned to you.

Complete the Procedural Checklist on page 8 of the instructions.

Part I Identification of Applicant

1a Full name of organization (as shown in organizing document) Everglades College, Inc.		2 Employer identification number (EIN) (If none, see page 3 of the Specific Instructions.) 59-1629602
1b c/o Name (if applicable)		3 Name and telephone number of person to be contacted if additional information is needed James Gavin (954) 778-4478
1c Address (number and street) 1500 Northwest 49th Street	Room/Suite	4 Month the annual accounting period ends August
1d City, town, or post office, state, and ZIP + 4. If you have a foreign address, see Specific Instructions for Part I, page 3. Fort Lauderdale, FL 33309		5 Date incorporated or formed March 8, 2000
1e Web site address www.EVERGLADESCOLLEGE.EDU		6 Check box if applying under section: <input type="checkbox"/> 501(c) b <input type="checkbox"/> 501(c) e <input type="checkbox"/> 501(c) d <input type="checkbox"/> 501(c) i
7 Did the organization previously apply for recognition of exemption under this Code section or under any other section of the Code? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," attach an explanation.		
8 Is the organization required to file Form 990 (or Form 990-EZ)? <input type="checkbox"/> N/A <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach an explanation (see page 3 of the Specific Instructions).		
9 Has the organization filed Form 990 or 990-EZ returns or exempt organization information returns? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," state the form numbers, years filed, and the office where filed.		

SEP 13 '00 SEP 18 '00

CINCINNATI
 SERVICE CENTER

10 Check the box for the type of organization. ATTACH A CONFORMED COPY OF THE CORRESPONDING ORGANIZING DOCUMENTS TO THE APPLICATION BEFORE MAILING. (See Specific Instructions for Part I, Line 10, on page 3.) See also Pub. 557 for examples of organizational documents.)

- ☒ **Corporation**—Attach a copy of the Articles of Incorporation (including amendments and restatements) showing approval by the appropriate state official; also include a copy of the bylaws.
- ☐ **Trust**—Attach a copy of the Trust Indenture or Agreement, including all appropriate signatures and dates.
- ☐ **Association**—Attach a copy of the Articles of Association, Constitution, or other creating document, with a declaration (see instructions) or other evidence the organization was formed by adoption of the document by more than one person; also include a copy of the bylaws.

If the organization is a corporation or an unincorporated association that has not yet adopted bylaws, check here ☐

I declare under the penalties of perjury that I am authorized to sign this application on behalf of the organization and that I have examined this application, including the accompanying schedules and attachments, and to the best of my knowledge it is true, correct, and complete.

Please
 Sign
 Here

(Signature)

Arthur Kolser, President Sept. 6, 2000

(Type or print name and title or authority of signer)

(Date)

Part III Activities and Operational Information

- 1 Provide a detailed narrative description of all the activities of the organization—past, present, and planned. Do not merely refer to or repeat the language in the organizational document. List each activity separately in the order of importance based on the relative time and other resources devoted to the activity. Indicate the percentage of time for each activity. Each description should include, as a minimum, the following: (a) a detailed description of the activity including its purpose and how each activity furthers your exempt purpose; (b) when the activity was or will be initiated; and (c) where and by whom the activity will be conducted.

See attachment

- 2 What are or will be the organization's sources of financial support? List in order of size.

See attachment

- 3 Describe the organization's fundraising program, both actual and planned, and explain to what extent it has been put into effect. Include details of fundraising activities such as selective mailings, formation of fundraising committees, use of volunteers or professional fundraisers, etc. Attach representative copies of solicitations for financial support.

See attachment

**Attachment to Form 1023
Application for Recognition of Exemption
for Everglades College, Inc.
EIN # 59-1829662**

Part II, Item 1

Everglades College was started in 1989 as American Flyers College, Inc., a for-profit school offering baccalaureate degrees in Information Technology, Business Technology and Aviation Management. American Flyers College was accredited to offer these degrees by the Accrediting Commission of Career Schools and Colleges of Technology and the Florida Department of Education's State Board of Independent Colleges and Universities.

On August 20, 1998, the American Flyers College was purchased by Arthur Keiser, Belinda Keiser and Robert Keiser. On March 8, 2000, the American Flyers College, Inc. was converted to a Florida not for profit corporation. A copy of the order converting American Flyers College, Inc. is attached to this application. In connection with the conversion, American Flyers College, Inc. changed its name to Everglades College (hereinafter the "College"). Arthur Keiser and Belinda Keiser are currently serving as directors of the College, but have not received payment in connection with the conversion or in connection with their work as directors.

Everglades College is a post-secondary educational institution that has continued to offer, and remains accredited to offer, the baccalaureate degrees listed above. Everglades College has a regularly scheduled curriculum and a regular faculty of qualified instructors. The College building is located in uptown Fort Lauderdale, Florida, and contains laboratories, classrooms, a library, student lounge, and computer center for student use. Approximately 48 students are currently enrolled in the College, and the College expects this enrollment to grow. See the 2000-2001 Everglades College Catalog accompanying this application for a more detailed description of the College, the academic programs offered, the faculty and the campus and facilities.

Everglades College is operated by an independent Board of Trustees consisting of at least six (6) individuals. The initial Board of Trustees was appointed by the Board of Directors. Successor members of the Board of Trustees shall be appointed by the Board of Trustees from persons nominated by the Board of Directors. In addition, both the person serving as President of the College (which person is appointed by the Board of Trustees) and the person serving as Chairman of the Board of Directors shall be members of the Board of Trustees. Members of the Board of Trustees may be removed for cause

by the Board of Trustees, but in no event may members of the Board of Directors remove members of the Board of Trustees.

Part II, Item 2

The College will receive most of its support from student tuition. Start up financial support has been in the form of donations from Arthur Keiser. In the future, the College expects to receive additional support from donations from members of the public and alumni/ae.

Part II, Item 3

As stated, the College will receive most of its support from student tuition. In the future, the College may hire a Development Director to seek donations from members of the public and alumni/ae. At this time, the College has no solicitations for financial support.

Part II, Item 4

Name and Address	Position	Annual Compensation
Arthur Keiser c/o Keiser College 1500 Northwest 49th Street Fort Lauderdale, Florida 33309	Director, Trustee, President, Treasurer, Secretary	None
Belinda Keiser c/o Keiser College 1500 Northwest 49th Street Fort Lauderdale, Florida 33309	Director	None
Jim Waldman c/o Keiser College 1500 Northwest 49th Street Fort Lauderdale, Florida 33309	Director, Trustee	None
Gary Markowitz c/o Keiser College 1500 Northwest 49th Street Fort Lauderdale, Florida 33309	Trustee	None

Maria Kondracki c/o Keiser College 1500 Northwest 49th Street Fort Lauderdale, Florida 33309	Trustee	None
Lipton McKenzie c/o Keiser College 1500 Northwest 49th Street Fort Lauderdale, Florida 33309	Trustee	None
Catherine McKenzie c/o Keiser College 1500 Northwest 49th Street Fort Lauderdale, Florida 33309	Trustee	None
Joseph Pace c/o Keiser College 1500 Northwest 49th Street Fort Lauderdale, Florida 33309	Trustee	None

Part II, Item 5

As described in Part II, Item 1, Everglades College is a successor to American Flyers College, Inc., a for profit accredited college.

Part II, Item 8

Everglades College is an accredited post secondary educational institution. The College will use its building, equipment, furniture, fixtures and leasehold in the performance of this exempt function.

Part II, Item 12a

Everglades College charges tuition for its educational services. Its tuition is currently \$3,995 per semester.

Schedule B, Item 5

The College has publicized a nondiscriminatory policy in its College Catalog, a copy of which is attached to this application (See pages 5, 6, 8, 10, 16-17 and 38). The current

student body offers the best evidence of this policy. Currently, approximately 30% of the student body are African Americans and approximately 15% are Hispanic Americans. The College will also publish the nondiscriminatory policy as set forth in Revenue Procedure 75-50 in all future advertisements and Informational brochures.

Schedule B, Item 6(a)

The racial composition of the student body of the College is:

White	25
African American	14
Hispanic	7
Other	2

Schedule B, Item 6(b)

The current full-time faculty consists of one white female and one white male. There are three adjunct professors, two of which are white females, and one of which is a white male. The administration of the college consists of two white females, one hispanic male and one white male.

Schedule B, Item 7

Scholarships in the amount of \$500 have been awarded to the following ten students who have completed associate's degrees at Keiser College, an unrelated for-profit college:

- 2 White Male
- 3 White Female
- 2 African American Female
- 2 African American Male
- 1 Hispanic Male

The purpose of these scholarships is to encourage these students to complete their education by obtaining the four year bachelor's degrees offered by the College.

No campus-based loans have been awarded to any students.

Schedule B, Item 8a

The following persons were shareholders of Everglades College prior to the conversion of the College to a nonprofit organization:

Arthur Keiser	held 48% of outstanding shares
Belinda Keiser	held 48% of outstanding shares
Robert Keiser	held 2% of outstanding shares

Schedule B, Item 8b

No organizations are listed above. None of the former shareholders of Everglades College (listed above) have as an objective the maintenance of segregated public or private school education.

Schedule I, Item 2

Name and Address	Share or Interest
Arthur Keiser c/o Keiser College 1500 Northwest 49th Street Fort Lauderdale, Florida 33309	48%
Belinda Keiser c/o Keiser College 1500 Northwest 49th Street Fort Lauderdale, Florida 33309	48%
Robert Keiser c/o Keiser College 1500 Northwest 49th Street Fort Lauderdale, Florida 33309	2%

Schedule I, Item 3

As described above, on August 20, 1998, the American Flyers College was purchased by Arthur Keiser, Belinda Keiser and Robert Keiser from unrelated individuals in an arms length transaction. On March 8, 2000, the American Flyers College, Inc. was converted to a Florida not for profit corporation. A copy of the order converting American Flyers College, Inc. is attached to this application. In connection with the conversion, American Flyers College, Inc. changed its name to Everglades College (hereinafter the "College"). Arthur Keiser and Belinda Keiser are currently serving as directors of the College, but have not received payment in connection with the conversion or in connection with their work as directors.

Part III Activities and Operational Information (Continued)**4** Give the following information about the organization's governing body:**a** Names, addresses, and titles of officers, directors, trustees, etc.**b** Annual compensation

See attachment.

c Do any of the above persons serve as members of the governing body by reason of being public officials or being appointed by public officials?☐ Yes ☒ No

If "Yes," name those persons and explain the basis of their selection or appointment.

d Are any members of the organization's governing body "disqualified persons" with respect to the organization (other than by reason of being a member of the governing body) or do any of the members have either a business or family relationship with "disqualified persons"? (See Specific Instructions for Part II, Line 4d, on page 3.)☐ Yes ☒ No

If "Yes," explain.

5 Does the organization control or is it controlled by any other organization?☐ Yes ☒ No

Is the organization the outgrowth of (or successor to) another organization, or does it have a special relationship with another organization by reason of interlocking directorates or other factors?

☒ Yes ☐ No

If either of these questions is answered "Yes," explain.

See attachment.

6 Does or will the organization directly or indirectly engage in any of the following transactions with any political organization or other exempt organization (other than a 501(c)(3) organization): (a) grants; (b) purchases or sales of assets; (c) rental of facilities or equipment; (d) loans or loan guarantees; (e) reimbursement arrangements; (f) performance of services, membership, or fundraising solicitations; or (g) sharing of facilities, equipment, mailing lists or other assets, or paid employees?☐ Yes ☒ No

If "Yes," explain fully and identify the other organizations involved.

7 Is the organization financially accountable to any other organization?☐ Yes ☒ No

If "Yes," explain and identify the other organization. Include details concerning accountability or attach copies of reports if any have been submitted.

Part II Activities and Operational Information (Continued)

- 8 What assets does the organization have that are used in the performance of its exempt function? (Do not include property producing investment income.) If any assets are not fully operational, explain their status, what additional steps remain to be completed, and when such final steps will be taken. If none, indicate "N/A."

See attachment

- 9 Will the organization be the beneficiary of tax-exempt bond financing within the next 2 years? ☐ Yes ☒ No

- 10a Will any of the organization's facilities or operations be managed by another organization or individual under a contractual agreement? ☐ Yes ☒ No

- b Is the organization a party to any leases? ☒ Yes ☐ No

If either of these questions is answered "Yes," attach a copy of the contracts and explain the relationship between the applicant and the other parties.

Exhibit C (Real Estate Lease)

- 11 Is the organization a membership organization? ☐ Yes ☒ No
If "Yes," complete the following:

- a Describe the organization's membership requirements and attach a schedule of membership fees and dues.

- b Describe the organization's present and proposed efforts to attract members and attach a copy of any descriptive literature or promotional material used for this purpose.

- c What benefits do (or will) the members receive in exchange for their payment of dues?

- 12a If the organization provides benefits, services, or products, are the recipients required, or will they be required, to pay for them? ☐ N/A ☒ Yes ☐ No
If "Yes," explain how the charges are determined and attach a copy of the current fee schedule.

See attachment

- b Does or will the organization limit its benefits, services, or products to specific individuals or classes of individuals? ☐ N/A ☐ Yes ☒ No
If "Yes," explain how the recipients or beneficiaries are or will be selected.

- 13 Does or will the organization attempt to influence legislation? ☐ Yes ☒ No
If "Yes," explain. Also, give an estimate of the percentage of the organization's time and funds that it devotes or plans to devote to this activity.

- 14 Does or will the organization intervene in any way in political campaigns, including the publication or distribution of statements? ☐ Yes ☒ No
If "Yes," explain fully.

Part III Technical Requirements

- 1 Are you filing Form 1023 within 15 months from the end of the month in which your organization was created or formed? ☒ Yes ☐ No
If you answer "Yes," do not answer questions on lines 2 through 6 below.

- 2 If one of the exceptions to the 15-month filing requirement shown below applies, check the appropriate box and proceed to question 7.

Exceptions—You are not required to file an exemption application within 15 months if the organization:

- ☐ a Is a church, interchurch organization of local units of a church, a convention or association of churches, or an integrated auxiliary of a church. See **Specific Instructions**, Line 2a, on page 4;
☐ b Is not a private foundation and normally has gross receipts of not more than \$5,000 in each tax year; or
☐ c Is a subordinate organization covered by a group exemption letter, but only if the parent or supervisory organization timely submitted a notice covering the subordinate.

- 3 If the organization does not meet any of the exceptions on line 2 above, are you filing Form 1023 within 27 months from the end of the month in which the organization was created or formed? ☐ Yes ☐ No

If "Yes," your organization qualifies under Regulation section 301.9100-2, for an automatic 12-month extension of the 15-month filing requirement. Do not answer questions 4 through 6.

If "No," answer question 4.

- 4 If you answer "No" to question 3, does the organization wish to request an extension of time to apply under the "reasonable action and good faith" and the "no prejudice to the interest of the government" requirements of Regulations section 301.9100-3? ☐ Yes ☐ No

If "Yes," give the reasons for not filing this application within the 27-month period described in question 3. See **Specific Instructions**, Part III, Line 4, before completing this item. Do not answer questions 5 and 6.

If "No," answer questions 5 and 6.

- 5 If you answer "No" to question 4, your organization's qualification as a section 501(c)(3) organization can be recognized only from the date this application is filed. Therefore, do you want us to consider the application as a request for recognition of exemption as a section 501(c)(3) organization from the date the application is received and not retroactively to the date the organization was created or formed? ☐ Yes ☐ No

- 6 If you answer "Yes" to question 5 above and wish to request recognition of section 501(c)(4) status for the period beginning with the date the organization was formed and ending with the date the Form 1023 application was received (the effective date of the organization's section 501(c)(3) status), check here ☐ and attach a completed page 1 of Form 1024 to this application.

Part III Technical Requirements (Continued)

7 Is the organization a private foundation?

- ☐ Yes (Answer question 8.)
☒ No (Answer question 9 and proceed as instructed.)

8 If you answer "Yes" to question 7, does the organization claim to be a private operating foundation?

- ☐ Yes (Complete Schedule E.)
☐ No

After answering question 8 on this line, go to line 14 on page 7.

9 If you answer "No" to question 7, indicate the public charity classification the organization is requesting by checking the box below that most appropriately applies:

THE ORGANIZATION IS NOT A PRIVATE FOUNDATION BECAUSE IT QUALIFIES:

- | | | |
|---------------------------------------|---|--|
| a <input type="checkbox"/> | As a church or a convention or association of churches
(CHURCHES MUST COMPLETE SCHEDULE A.) | Sections 509(a)(1)
and 170(b)(1)(A)(ii) |
| b <input checked="" type="checkbox"/> | As a school (MUST COMPLETE SCHEDULE B.) | Sections 509(a)(1)
and 170(b)(1)(A)(iii) |
| c <input type="checkbox"/> | As a hospital or a cooperative hospital service organization, or a medical research organization operated in conjunction with a hospital (These organizations, except for hospital service organizations, MUST COMPLETE SCHEDULE C.) | Sections 509(a)(1)
and 170(b)(1)(A)(iv) |
| d <input type="checkbox"/> | As a governmental unit described in section 170(c)(3). | Sections 509(a)(1)
and 170(b)(1)(A)(v) |
| e <input type="checkbox"/> | As being operated solely for the benefit of, or in connection with, one or more of the organizations described in a through d, g, h, or i (MUST COMPLETE SCHEDULE D.) | Section 509(a)(3) |
| f <input type="checkbox"/> | As being organized and operated exclusively for testing for public safety. | Section 509(a)(4) |
| g <input type="checkbox"/> | As being operated for the benefit of a college or university that is owned or operated by a governmental unit. | Sections 509(a)(1)
and 170(b)(1)(A)(vi) |
| h <input type="checkbox"/> | As receiving a substantial part of its support in the form of contributions from publicly supported organizations, from a governmental unit, or from the general public. | Sections 509(a)(1)
and 170(b)(1)(A)(vi) |
| i <input type="checkbox"/> | As normally receiving not more than one-third of its support from gross investment income and more than one-third of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions (subject to certain exceptions). | Section 509(a)(2) |
| j <input type="checkbox"/> | The organization is a publicly supported organization but is not sure whether it meets the public support test of h or i. The organization would like the IRS to decide the proper classification. | Sections 509(a)(1)
and 170(b)(1)(A)(vi)
or Section 509(a)(2) |

If you checked one of the boxes a through f in question 9, go to question

14. If you checked box g in question 9, go to questions 11 and 12.

If you checked box h, i, or j, in question 9, go to question 10.

Part III Technical Requirements (Continued)

- 10 If you checked box h, i, or j in question 9, has the organization completed a tax year of at least 8 months?
- ☐ Yes—Indicate whether you are requesting:
- ☐ A definitive ruling. (Answer questions 11 through 14.)
- ☐ An advance ruling. (Answer questions 11 and 14 and attach two Forms 872-C completed and signed.)
- ☐ No—You must request an advance ruling by completing and signing two Forms 872-C and attaching them to the Form 1023.
- 11 If the organization received any unusual grants during any of the tax years shown in Part IV-A, Statement of Revenue and Expenses, attach a list for each year showing the name of the contributor; the date and the amount of the grant; and a brief description of the nature of the grant.

- 12 If you are requesting a definitive ruling under section 170(b)(1)(A)(iv) or (vi), check here ☐ and:

a Enter 2% of line 8, column (c), Total, of Part IV-A.

b Attach a list showing the name and amount contributed by each person (other than a governmental unit or "publicly supported" organization) whose total gifts, grants, contributions, etc., were more than the amount entered on line 12a above.

- 13 If you are requesting a definitive ruling under section 509(a)(2), check here ☐ and:

a For each of the years included on lines 1, 2, and 9 of Part IV-A, attach a list showing the name of and amount received from each "disqualified person." (For a definition of "disqualified person," see Specific Instructions, Part II, line 4d, on page 3.)

b For each of the years included on line 9 of Part IV-A, attach a list showing the name of and amount received from each payer (other than a "disqualified person") whose payments to the organization were more than \$5,000. For this purpose, "payer" includes, but is not limited to, any organization described in sections 170(b)(1)(A)(i) through (vi) and any governmental agency or bureau.

- 14 Indicate if your organization is one of the following. If so, complete the required schedule. (Submit only those schedules that apply to your organization. Do not submit blank schedules.)

Yes	No	If "Yes," complete Schedule:
	X	A
X		B
	X	C
	X	D
	X	E
	X	F
	X	G
	X	H
X		I

Is the organization a church?

Is the organization, or any part of it, a school?

Is the organization, or any part of it, a hospital or medical research organization?

Is the organization a section 509(a)(3) supporting organization?

Is the organization a private operating foundation?

Is the organization, or any part of it, a home for the aged or handicapped?

Is the organization, or any part of it, a child care organization?

Does the organization provide or administer any scholarship benefits, student aid, etc.?

Has the organization taken over, or will it take over, the facilities of a "for profit" institution? . . .

Part IV Financial Data

Complete the financial statements for the current year and for each of the 3 years immediately before it. If in existence less than 4 years, complete the statements for each year in existence. If in existence less than 1 year, also provide proposed budgets for the 2 years following the current year.

A. Statement of Revenue and Expenses

	Current tax year	3 prior tax years or proposed budget for 2 years			
	(a) From 9/1/98 to 8/31/00	(b) 9/1/98 to 8/31/99	(c)	(d)	(e) TOTAL
Revenue					
1 Gifts, grants, and contributions received (not including unusual grants—see page 6 of the instructions).					
2 Membership fees received					
3 Gross investment income (see instructions for definition)					
4 Net income from organization's unrelated business activities not included on line 3.					
5 Tax revenues levied for and either paid to or spent on behalf of the organization					
6 Value of services or facilities furnished by a governmental unit to the organization without charge (not including the value of services or facilities generally furnished the public without charge).					
7 Other income (not including gain or loss from sale of capital assets) (attach schedule)					
8 Total (add lines 1 through 7)					
9 Gross receipts from admissions, sales of merchandise or services, or furnishing of facilities in any activity that is not an unrelated business within the meaning of section 513. Include related cost of sales on line 22.	390,000	97,860			487,860
10 Total (add lines 8 and 9)	390,000	97,860			487,860
11 Gain or loss from sale of capital assets (attach schedule)					
12 Unusual grants					
13 Total revenue (add lines 10 through 12)	390,000	97,860			487,860
Expenses					
14 Fundraising expenses					
15 Contributions, gifts, grants, and similar amounts paid (attach schedule)					
16 Disbursements to or for benefit of members (attach schedule)					
17 Compensation of officers, directors, and trustees (attach schedule)					
18 Other salaries and wages	70,700	14,863			
19 Interest					
20 Occupancy (rent, utilities, etc.)	27,600				
21 Depreciation and depletion	4,300	8,081			
22 Other (attach schedule)	260,825	64,669			
23 Total expenses (add lines 14 through 22)	363,425	88,163			
24 Excess of revenue over expenses (line 13 minus line 23)	26,575	9,707			

SCHEDULE A

<u>Description</u>	<u>8/30/00</u>	<u>8/30/99</u>
<i>(Line 18) Other Salaries & Wages</i>		
Instructional	48,200	14,803
Administration	<u>22,500</u>	<u>-0-</u>
	70,700	14,803
 <i>(Line 22) Other</i>		
ECollege Fees	8,700	
Scholarships	20,000	
Subcontract Flight Training	70,300	12,500
Textbooks	9,300	2,781
Student Account Adjustments	-0-	-0-
Advertising	26,300	5,075
Office Supplies	3,500	1,253
Postage	600	1,225
Bank Fees	250	183
Travel	3,900	170
Seminars	1,300	557
Insurance	6,700	-0-
Dues & Subscriptions	12,300	854
Fees & Licenses	11,100	5,546
Telephone	11,600	5,991
Legal & Accounting	7,480	11,346
Professional Fees	7,500	4,051
Software Support	5,300	4,358
Repairs	4,800	117
Bad Debts	32,500	392
Amortization	3,500	3,401
Inventory Variation	(7,100)	1,424
Miscellaneous Taxes	1,600	3,417
Miscellaneous Expenses	<u>475</u>	<u>28</u>
Total Other Expenses	260,825	64,669

Amended

Part IV Financial Data

WORKSHEET

Complete the financial statements for the current year and for each of the 3 years immediately before it. If in existence less than 4 years, complete the statements for each year in existence. If in existence less than 1 year, also provide proposed budgets for the 2 years following the current year.

		A. Statement of Revenue and Expenses				(e) TOTAL
		Current tax year	3 prior tax years or proposed budget for 2 years			
		(a) From 01/01 to 07/01/00	(b) 01/01/99-07/01/99 01/01/97	(c) 01/01/96-01/01/97 01/01/94	(d) 01/01/93-01/01/94 01/01/91	
Revenue	1 Gifts, grants, and contributions received (not including unusual grants—see page 6 of the instructions).					
	2 Membership fees received					
	3 Gross investment income (see instructions for definition)					
	4 Net income from organization's unrelated business activities not included on line 3.					
	5 Tax revenues levied for and either paid to or spent on behalf of the organization					
	6 Value of services or facilities furnished by a governmental unit to the organization without charge (not including the value of services or facilities generally furnished the public without charge).					
	7 Other income (not including gain or loss from sale of capital assets) (attach schedule)					
	8 Total (add lines 1 through 7)					
	9 Gross receipts from admissions, sales of merchandise or services, or furnishing of facilities in any activity that is not an unrelated business within the meaning of section 513. Include related cost of sales on line 22.	524,140 -390,000	97,800	1,500,000	3,100,000	5,222,000 487,600
	10 Total (add lines 8 and 9)	324,140	97,800	1,500,000	3,100,000	487,600
11 Gain or loss from sale of capital assets (attach schedule)					5,222,000	
12 Unusual grants						
13 Total revenue (add lines 10 through 12)	524,140 -390,000	97,800	1,500,000	3,100,000	5,222,000 487,600	
Expenses	14 Fundraising expenses					
	15 Contributions, gifts, grants, and similar amounts paid (attach schedule)					
	16 Disbursements to or for benefit of members (attach schedule)					
	17 Compensation of officers, directors, and trustees (attach schedule)					
	18 Other salaries and wages	17,109	70,790	14,803	675,000	1,607,000
	19 Interest					
	20 Occupancy (rent, utilities, etc.)	27,052	27,600		38,000	38,000
	21 Depreciation and depletion	4,614	4,300	0,681	15,000	25,000
	22 Other (attach schedule)	390,485	260,825	64,569	710,300	1,242,400
	23 Total expenses (add lines 14 through 22)	418,670	363,495	80,153	1,429,300	2,905,600
	24 Excess of revenue over expenses (line 13 minus line 23)	35,470	22,675	9,707	71,700	194,400

EVERGLADES COLLEGE
SECTION 601C3 APPLICATION
PART IV FINANCIAL DATA
SCHEDULE OF EXPENSES

DESCRIPTION	BUDGET		
	SEP'98--AUG'00	SEP'00--AUG'01	SEP'01--AUG'02
LINE 18 OTHER SALARIES & WAGES			
INSTRUCTIONAL	42,756	305,000	725,000
ADMINISTRATION	25,053	370,000	875,000
	67,809	675,000	1,600,000
LINE 22 OTHER			
ECOLLEGE FEES	27,442	160,000	690,000
SCHOLARSHIPS	16,029	60,000	115,000
SUBCONTRACT FLIGHT TRAINING	201,986	275,000	365,000
TEXTBOOKS	8,831	60,000	120,000
STUDENT ACCOUNT ADJUSTMENTS	6,666	-	-
ADVERTISING	27,312	110,000	250,000
OFFICE SUPPLIES	13,542	15,000	25,000
POSTAGE	339	7,500	16,000
BANK FEES	85	500	1,000
TRAVEL	3,616	18,000	30,000
SEMINARS	351	5,000	10,000
INSURANCE	50	5,000	8,000
ACCREDITING	668	20,000	45,000
DUES & SUBSCRIPTIONS	11,104	15,000	35,000
FEES & LICENSES	7,784	10,000	28,000
TELEPHONE	10,030	25,000	55,000
LEGAL & ACCOUNTING	8,829	15,000	22,000
PROFESSIONAL FEES	5,476	15,000	25,000
SOFTWARE SUPPORT	2,384	15,000	32,000
REPAIRS & MAINTENANCE	4,793	25,000	50,000
BAD DEBTS	32,684	49,000	93,000
AMORTIZATION	3,401	3,400	3,400
INVENTORY VARIATION	(5,914)	10,000	25,000
MISCELLANEOUS TAXES	984	1,700	2,000
MISCELLANEOUS EXPENSES	169	200	200
	368,685	700,300	1,242,600
TOTAL EXPENSES	456,494	1,375,300	2,842,600

Part IV Financial Data (Continued)**B. Balance Sheet (at the end of the period shown)**Current tax year
Date 8/30/99

Assets		
1	Cash	32,916
2	Accounts receivable, net	27,409
3	Inventories	
4	Bonds and notes receivable (attach schedule)	
5	Corporate stocks (attach schedule)	
6	Mortgage loans (attach schedule)	
7	Other investments (attach schedule)	
8	Depreciable and depletable assets (attach schedule) See Schedule B	10,900
9	Land	
10	Other assets (attach schedule) See Schedule B	20,069
11	Total assets (add lines 1 through 10)	91,294
Liabilities		
12	Accounts payable	
13	Contributions, gifts, grants, etc., payable	
14	Mortgages and notes payable (attach schedule)	
15	Other liabilities (attach schedule) See Schedule B	34,116
16	Total liabilities (add lines 12 through 15)	
Fund Balances or Net Assets		
17	Total fund balances or net assets	57,180
18	Total liabilities and fund balances or net assets (add line 16 and line 17)	91,294

If there has been any substantial change in any aspect of the organization's financial activities since the end of the period shown above, check the box and attach a detailed explanation. ☐

Schedule B. Schools, Colleges, and Universities

- 1 Does, or will, the organization normally have: (a) a regularly scheduled curriculum, (b) a regular faculty of qualified teachers, (c) a regularly enrolled student body, and (d) facilities where its educational activities are regularly carried on? ☒ Yes ☐ No
If "No," do not complete the rest of Schedule B.
- 2 Is the organization an instrumentality of a state or political subdivision of a state? ☐ Yes ☒ No
If "Yes," document this in Part II and do not complete items 3 through 10 of Schedule B. (See instructions on the back of Schedule B.)
- 3 Does or will the organization for any department or division within it discriminate in any way on the basis of race with respect to:
- a Admissions? ☐ Yes ☒ No
- b Use of facilities or exercise of student privileges? ☐ Yes ☒ No
- c Faculty or administrative staff? ☐ Yes ☒ No
- d Scholarship or loan programs? ☐ Yes ☒ No
- If "Yes" for any of the above, explain.
- 4 Does the organization include a statement in its charter, bylaws, or other governing instrument, or in a resolution of its governing body, that it has a racially nondiscriminatory policy as to students? ☒ Yes ☐ No
- Attach whatever corporate resolutions or other official statements the organization has made on this subject. See Exhibit D (Everglades College Catalog)
- 5a Has the organization made its racially nondiscriminatory policies known in a manner that brings the policies to the attention of all segments of the general community that it serves? ☒ Yes ☐ No
- If "Yes," describe how these policies have been publicized and how often relevant notices or announcements have been made. If no newspaper or broadcast media notices have been used, explain.
- See attachment
- b If applicable, attach clippings of any relevant newspaper notices or advertising, or copies of tapes or scripts used for media broadcasts. Also attach copies of brochures and catalogs dealing with student admissions, programs, and scholarships, as well as representative copies of all written advertising used as a means of informing prospective students of the organization's programs.
- 6 Attach a numerical schedule showing the racial composition, as of the current academic year, and projected to the extent feasible for the next academic year, of: (a) the student body, and (b) the faculty and administrative staff.
- 7 Attach a list showing the amount of any scholarship and loan funds awarded to students enrolled and the racial composition of the students who have received the awards.
- 8a Attach a list of the organization's incorporators, founders, board members, and donors of land or buildings, whether individuals or organizations. See Attachment
- b State whether any of the organizations listed in 8a have as an objective the maintenance of segregated public or private school education, and, if so, whether any of the individuals listed in 8a are officers or active members of such organizations.
- 9a Enter the public school district and county in which the organization is located.
- Broward County Public Schools; Broward County
- b Was the organization formed or substantially expanded at the time of public school desegregation in the above district or county? ☐ Yes ☒ No
- 10 Has the organization ever been determined by a state or Federal administrative agency or judicial body to be racially discriminatory? ☐ Yes ☒ No
- If "Yes," attach a detailed explanation identifying the parties to the suit, the forum in which the case was heard, the cause of action, the holding in the case, and the citations (if any) for the case. Also describe in detail what changes in the organization's operation, if any, have occurred since then.

Schedule I. Successors to "For Profit" Institutions

1 What was the name of the predecessor organization and the nature of its activities?

2 Who were the owners or principal stockholders of the predecessor organization? (If more space is needed, attach schedule.)

Name and address	Share or interest
See attachment	

3 Describe the business or family relationship between the owners or principal stockholders and principal employees of the predecessor organization and the officers, directors, and principal employees of the applicant organization.

See attachment

4a Attach a copy of the agreement of sale or other contract that sets forth the terms and conditions of sale of the predecessor organization or of its assets to the applicant organization.

b Attach an appraisal by an independent qualified expert showing the fair market value at the time of sale of the facilities or property interest sold.

See Exhibit E (Academic Associates Appraisal)

5 Has any property or equipment formerly used by the predecessor organization been rented to the applicant organization or will any such property be rented?

☐ Yes ☒ No

If "Yes," explain and attach copies of all leases and contracts.

6 Is the organization leasing or will it lease or otherwise make available any space or equipment to the applicant, principal stockholders, or principal employees of the predecessor organization?

☐ Yes ☒ No

If "Yes," explain and attach a list of these tenants and a copy of the lease for each such tenant.

7 Were any new operating policies initiated as a result of the transfer of assets from a profit-making organization to a nonprofit organization?

☐ Yes ☒ No

If "Yes," explain.

Additional Information

A "for profit" institution for purposes of Schedule I includes any organization in which a person may have a proprietary or partnership interest, hold corporate

stock, or otherwise exercise an ownership interest. The institution need not have operated for the purpose of making a profit.



Schedule H. Organizations Providing Scholarship Benefits, Student Aid, etc., to Individuals

- 1a Describe the nature and the amount of the scholarship benefit, student aid, etc., including the terms and conditions governing its use, whether a gift or a loan, and how the availability of the scholarship is publicized. If the organization has established or will establish several categories of scholarship benefits, identify each kind of benefit and explain how the organization determines the recipients for each category. Attach a sample copy of any application the organization requires individuals to complete to be considered for scholarship grants, loans, or similar benefits. (Private foundations that make grants for travel, study, or other similar purposes are required to obtain advance approval of scholarship procedures. See Regulations sections 63.4945-4(c) and (d).)

See Attached

- b If you want this application considered as a request for approval of grant procedures in the event we determine that the organization is a private foundation, check here ☐

- c If you checked the box in 1b above, check the box(es) for which you want the organization to be considered.

☐ 4945(a)(1)

☐ 4945(g)(2)

☐ 4945(g)(3)

- 2 What limitations or restrictions are there on the class of individuals who are eligible recipients? Specifically explain whether there are, or will be, any restrictions or limitations in the selection procedures based upon race or the employment status of the prospective recipient, or any relative of the prospective recipient. Also indicate the approximate number of eligible individuals.

Everglades College is a nondiscriminatory institution. No

restrictions or limitations in the selection procedure are based upon race, or the employment status of the prospective recipient.

- 3 Indicate the number of grants the organization anticipates making annually 2% of revenue

- 4 If the organization bases its selections in any way on the employment status of the applicant or any relative of the applicant, indicate whether there is or has been any direct or indirect relationship between the members of the selection committee and the employer. Also indicate whether relatives of the members of the selection committee are possible recipients or have been recipients.

The organization does not base its selection in any way on the employment status of the applicant or any relative of the applicant. There is no direct or indirect relationship between the members of the selection committee and the employer. There have not been any relatives of the members of the selection committee as possible recipients or as recipients.

- 5 Describe any procedures the organization has for supervising grants (such as obtaining reports or transcripts) that it awards, and any procedures it has for taking action if the terms of the grant are violated.

All grants/loans are reviewed by the Central Processing Center for verification, attendance, and satisfactory progress of applicant.

Everglades College offers scholarships, loans and grants.

The college offers two different kinds of scholarships. They are academic and financial. The applications for these scholarships are in the Financial Aid Administrators office for the student's availability.

The academic scholarship is offered to both full time and part time students. (See exhibit 1) The financial scholarship is offered to full time students only. (See exhibit 2) These grants are not required to be paid back.

Everglades College has the following institutional and Federal aid programs available to students who qualify (subject to availability of funds). The amount received is based on the cost of attendance, the Expected Family Contribution (EFC) number, enrollment status (full time, $\frac{3}{4}$ time, and $\frac{1}{2}$ time) and the length of attendance within the academic years.

Federal grants are awarded to students based mainly on substantial financial need. Grants are not required to be paid back. Students must maintain satisfactory academic progress by keeping a G.P.A. of 2.0 and by maintaining satisfactory attendance as defined by Everglades College.

A Federal Pell Grant is an award to assist needy undergraduates pay for their education. Pell Grants do not have to be repaid. Students who have achieved a Bachelor's degree are not eligible for a Federal Pell Grant. Eligibility for a Federal Pell Grant is based on several factors of which the Expected Family Contribution (EFC) number is one. EFCs between 0 and 2500 indicate potential eligibility for Federal Pell Grant funds. (See Exhibit 3)

Everglades College offers a variety of low interest loans to enable students to meet their educational goals. Educational loans must be paid back, although interest charges may vary with the type of loan, and a minimum monthly payment is required.

The loans Everglades College offers are the Federal Direct Stafford Student Loan, the Federal Family Education Loan, and the Unsubsidized Federal Direct and FFEL Stafford Loans and Federal Plus Loans.

Any applicant for admission who indicates on his/her application that financial assistance is needed for education will be given an Application for Federal Aid at the time of enrollment. Federal Financial Aid is not available to international students unless they are eligible non-citizens. Eligible non-citizens must provide a current documentation of immigration status prior to applying for financial aid. All loans require co-signations. (See exhibit 4)

All financial aid offered is listed in the Everglades Catalog.

EVERGLADES COLLEGE
ACADEMIC SCHOLARSHIP

Full time and Part time students attending Everglades College may be eligible to participate in the Everglades College Academic Scholarship. (Full time equals at least 12 semester credits, Part Time equals at least 6 semester credits.)

The academic scholarship will be offered to full time students based upon the following criteria:

- Applicant must request an application for the academic scholarship from the Financial Aid Office.
- Applicant must fill out an application.
- Applicant must reapply annually as automatic renewal will not take place.
- Applicant must maintain a cumulative grade point average of 3.30 or higher and maintain attendance as published in the Everglades College catalog, or scholarship may be withdrawn.
- Applicant understands that the Academic Scholarship is to be used to cover tuition, fees, books, kits and supplies necessary to complete the course of study. The scholarship funds will not cover non-institutional charges.
- Applicant must submit an essay containing a minimum of 300-500 words typed explaining in detail why they feel they would be a success. It must be signed indicating that it was written by the applicant and dated.
- Applicant must provide two letters of recommendation from teachers, employers, pastor or other (Other must be pre-approved by the Financial Aid Director).
- The applicant will submit the completed general application, essay and letters of recommendation to the Financial Aid Office.
- The application is submitted to the Academic Scholarship Committee for approval. After the decision has been rendered, the Committee Chairperson will notify the Financial Aid Office. The decision is not made by the Financial Aid Office. The applicant can verify the status of their scholarship with the Financial Aid Office. The Campus Director and the Director of Financial Aid will sign the approved application.
- The maximum of \$1000.00 may be awarded. There will be one award per academic year. At no time will the scholarship be disbursed in full during one semester.
- If the amount of the scholarship is included on the Financial Aid Projection sheet, it is the student's responsibility to complete and return the application.

EXHIBIT 8(a)

Purchase Agreement Dated August 20, 1998

MEMORANDUM OF UNDERSTANDING

THIS MEMORANDUM OF UNDERSTANDING ("Memorandum") made as of this 20th day of August, 1998, but effective as of July 23, 1998, clarifies the present understanding and intent between and among the undersigned parties regarding the proposed transactions referenced herein.

1. Arthur Keiser, or his assignee ("Keiser"), shall purchase 100 shares of common stock of American Flyers College, Inc., a Florida corporation ("AFC"), which constitutes all of the issued and outstanding shares of stock of AFC ("AFC Stock"), from American Flyers Schools, Inc., a Florida corporation ("AFS") wholly-owned by Donald D. Harrington ("Harrington"), at a purchase price of \$10,000 payable at closing ("Closing") in a lump sum payment of cash.

2. AFS and Harrington, jointly and severally, hereby represent that: (i) AFS is the sole shareholder of AFC; (ii) AFC and AFS are corporations duly organized, validly existing and in good standing under the laws of the State of Florida and have the requisite power and authority to own or lease their assets and to carry on their business as now being conducted; (iii) the AFC Stock is free and clear of all liens, charges and encumbrances; (iv) AFC is a Florida licensed college accredited by the Accrediting Commission of Schools and Colleges of Technology and approved by the Federal Aviation Administration as a Part 141 Institution; (v) AFC has fully and timely complied with all rules, regulations and procedures relating to Title IV funding; and (vi) AFC has no claims or other liabilities (actual, pending or threatened) which in the aggregate exceed the sum of \$50,000.

3. AFC and AFS shall enter into a separate agreement, effective following Keiser's acquisition of the AFC Stock, upon such terms as mutually agreed to by AFC and AFS, whereby (i) AFC shall provide AFS with a collegiate program for AFS' flight students; and (ii) AFS shall provide AFC with flight training services and programs for AFC's students.

4. The parties hereto agree that AFC shall not use "American Flyers" as its name or in any of its advertising material unless

such use is expressly agreed to in writing by the Board of Directors of AFS.

5. The parties hereto agree that following the purchase of the AFC stock hereunder, Kaiser shall use good faith efforts to cause AFC to offer excellence in academics and Harrington shall use good faith efforts to cause AFS to offer excellence in pilot training.

6. The parties hereto agree that (i) all of the flight training for AFC students, including, without limitation, written preparation and flight simulator instruction and aircraft, shall be subcontracted by AFC to AFS flight schools, and (ii) the flight training curriculum offered by AFC must receive prior written approval of AFS.


7. The parties hereto agree that any existing contracts between AFC and AFS entered into prior to the date hereof shall be null and void.

8. The Closing shall be held at such place as mutually agreed to by Kaiser and Harrington, as soon as practicable following Kaiser's receipt of all required regulatory approvals with regard to Kaiser's purchase of the AFC Stock, but in no event later than December 31, 1996.

9. Immediately following the execution of this Memorandum and at all times prior to the Closing hereof, AFC agrees to provide Kaiser with full disclosure concerning its relationships with regulatory and accrediting bodies and shall allow Kaiser full and complete opportunity to complete all due diligence review deemed necessary or appropriate by Kaiser, including, without limitation, due diligence review in the areas of Title IV Funding.

10. Notwithstanding anything herein to the contrary, (i) if Kaiser determines that AFC has claims or other liabilities which in the aggregate exceed the sum of \$50,000 or (ii) in the event of a material breach of any provisions of this Memorandum by AFC, AFS or Harrington, Kaiser may, at his sole option, elect not to proceed with the purchase of the AFC Stock.


The undersigned hereby agree that the above Memorandum of Understanding sets forth their complete understanding with respect to the matters contained herein.



DONALD D. HARRINGTON

DONALD D. HARRINGTON

AMERICAN FLYERS COLLEGE, INC.

By: 
Name: _____
Title: _____

AMERICAN FLYERS SCHOOLS, INC.

By: 
Name: _____
Title: _____

10/27/12/12
6/26/12

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CASE

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SECRETARY OF COURT
TALLAHASSEE, FLORIDA

IN THE CIRCUIT COURT OF THE
SEVENTEENTH JUDICIAL CIRCUIT
IN AND FOR BROWARD COUNTY,
FLORIDA

09

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IN RE: PETITION OF AMERICAN
FLYERS COLLEGE, INC., a Florida
corporation

Case No.

MAR 27 2000

A TRUE COPY
Circuit Court Sec'd

PETITION FOR CONVERSION TO A CORPORATION NOT FOR PROFIT

Petitioner, American Flyers College, Inc., files this Petition for Conversion to a Corporation

Not For Profit and states:

1. Petitioner, American Flyers College, Inc. ("Petitioner"), is a for profit corporation organized and existing under the laws of the State of Florida. It maintains its principal place of business at 1500 N. W. 49th Street, Fort Lauderdale, Broward County, Florida.

2. This Court has jurisdiction of this matter pursuant to Florida Statute §§ 617.1805 and 617.1807 (1999).

3. Petitioner is engaged solely in carrying out the purposes and objects for which not for profit corporations are authorized under the laws of the State of Florida. Specifically, Petitioner is engaged in operating a post secondary collegiate institution.

4. Petitioner requests that its nature be changed from a for profit corporation to a not for profit corporation and that its name be changed from "American Flyers College, Inc." to "Everglades College, Inc."

Berger Davis & Singer, an

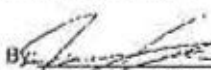
550 East Las Olas Boulevard Suite 1000 Fort Lauderdale, Florida 33301 Phone: 954.515.9900 Fax: 954.515.2872

5. As required by Fla. Stat. § 617.1806 (1999), annexed hereto and incorporated herein as Exhibit A is a written consent of all shareholders authorizing a change of Petitioner's corporate status from a for profit corporation to a not for profit corporation; directing Arthur Keiser, Petitioner's president, to file this petition before the court; and a statement agreeing to accept all the property of Petitioner and agreeing to assume and pay all its indebtedness and liabilities. Also, as required by Fla. Stat. § 617.1806 (1999), annexed hereto and incorporated herein as Exhibit B, are the proposed Articles of Incorporation signed by Petitioner's president and secretary.

WHEREFORE, Petitioner prays this Honorable Court to grant this Petition permitting Petitioner to change its corporate nature from a for profit corporation to a not for profit corporation.

Respectfully submitted,

BERGER DAVIS & SINGERMAN
Attorneys for Petitioner
Suite 1000
350 East Las Olas Blvd.
Fort Lauderdale, Florida 33301
(954) 525-9900
Fax: (954) 523-2872

By: 
James C. Cunningham, Jr.
Fla. Bar No. 276197

Date: January 26, 2000

Signature of Petitioner's officer as required by Florida Statute § 617.1805 (1999).


Arthur Keiser, President

Date: January 26, 2000

**WRITTEN CONSENT
OF THE SHAREHOLDERS
OF
AMERICAN FLYERS COLLEGE, INC.**

Pursuant to Section 607.0704 of the Florida Statutes, the undersigned, being all of the Shareholders of American Flyers College, Inc., a Florida corporation ("Corporation"), hereby take and adopt the following actions in writing, in lieu of a meeting therefor, and all statutory and Bylaw requirements pertaining to the time, manner and place of same, as well as all other requirements relating thereto, are hereby waived:

Petition for Conversion/Articles of Incorporation

WHEREAS, the Shareholders have deemed it in the best interest of the Corporation to change the nature of the Corporation to a corporation not for profit from a corporation for profit pursuant to Sections 617.1805 and 617.1806 of the Florida Statutes and, in connection therewith, the Shareholders desire to change the name of the corporation to "Everglades College, Inc." and to adopt the proposed Articles of Incorporation in the form attached hereto,

NOW, THEREFORE, BE IT

RESOLVED, that the conversion of the Corporation from a corporation for profit to a corporation not for profit and corporate name change are hereby ratified, confirmed and approved; and be it

FURTHER RESOLVED, that the President of the Corporation is hereby authorized and directed to file a Petition for Change of Corporate Status, together with a statement agreeing to accept all the property of the petitioning Corporation and agreeing to assume and pay all its liabilities, in the form attached hereto, in the Circuit Court of the Seventeenth Judicial Circuit in and for Broward County, Florida, pursuant to Sections 617.1805 and 617.1806 of the Florida Statutes; and be it

FURTHER RESOLVED, that the appropriate officers of the Corporation are hereby authorized and directed to pay all such fees and taxes and to do or cause to be done such other acts and things as they may deem necessary or proper in order to carry out the conversation of the Corporation and to fully effectuate the purposes of the foregoing resolutions.

IN WITNESS WHEREOF, the undersigned have executed this Written Consent this 26th day of January, 2000.

SHAREHOLDERS:

ARTHUR KEISER

BELINDA KEISER

ARTHUR KEISER AND BELINDA KEISER,
AS CUSTODIANS FOR ROBERT KEISER
UNDER THE FLORIDA UNIFORM
TRANSFERS TO MINORS ACT



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of EVERGLADES COLLEGE, INC., a Florida corporation, filed on March 8, 2000, as shown by the records of this office.

The document number of this corporation is N00000001525.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Eighth day of March, 2000



CR2EO22 (1-99)

Katherine Harris

Katherine Harris
Secretary of State

ARTICLES OF INCORPORATION
OF
EVERGLADES COLLEGE, INC.
A FLORIDA CORPORATION NOT FOR PROFIT

The undersigned, acting as incorporator of a Florida corporation under the Florida Not For Profit Corporation Act, hereby causes to be delivered the following Articles of Incorporation for such Corporation pursuant to Section 617.1807 of the Florida Statutes:

ARTICLE I

NAME

The name of the Corporation is Everglades College, Inc.

ARTICLE II

ADDRESS

The address of the principal office and mailing address of the Corporation is 1401 N.E. 10th Street, Pompano Beach, Florida, 33060.

ARTICLE III

PURPOSE

The exclusive purposes for which this Corporation is formed are as follows:

The Corporation is organized and shall be operated exclusively as a tax-exempt educational organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Internal Revenue Code") and to such end, and within such restriction, the Corporation is organized for the following purposes:

- A. To own and operate a post secondary collegiate educational institution;
- B. To engage in, encourage and support all lawful activities that may be necessary, desirable or appropriate for the furtherance, accomplishment or attainment of the above purposes.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

and to cooperate with any and all individuals, groups, cooperations, organizations and agencies engaged in fostering, supporting or carrying on similar purposes; and

C. To receive and maintain real or personal property, or both, and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary or educational purposes by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code and Regulations issued pursuant thereto, as they now exist or as they may hereafter be amended, or corresponding provisions of any subsequent federal tax laws.

ARTICLE IV

POWERS; LIMITATIONS

A. Powers. The Corporation shall possess and exercise all the powers and privileges granted by Chapter 617 of the Florida Statutes, or by any other law of Florida, together with all powers necessary or appropriate to the conduct, promotion or attainment of the purposes of the Corporation, limited only by the restrictions set forth in these Articles.

B. Limitations.

(1) The Corporation is organized as a corporation not for profit and no part of its income shall ever be distributed to any director, officer or any private individual, provided, however, reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes.

(2) No substantial part of the activities of the Corporation shall be the dissemination of propaganda, lobbying, or other attempts to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign in behalf of any candidate for public office.

(3) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on activities not permitted to be conducted or carried on (i) by an organization exempt under Section 501(c)(3) of the Code and applicable Treasury Regulations as they now exist or as they may hereafter be amended, (ii) by an organization contributions to which are deductible under Section 170 of the Code and applicable Treasury Regulations as they now exist or as may be amended or (iii) by a corporation not for profit under the laws of the State of Florida as they now exist or may be hereafter amended.

ARTICLE V

ELECTION OF DIRECTORS

The Directors will be elected in the manner as stated in the Bylaws of the Corporation.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 1500 N.W. 49th Street, Fort Lauderdale, Florida, 33309, and the name of the initial Registered Agent of the Corporation is Arthur Keiser.

ARTICLE VII

INCORPORATOR

The name and address of the Incorporator are as follows:

<u>Name</u>	<u>Address</u>
ARTHUR KEISER	1500 N.W. 49 th Street Fort Lauderdale, FL 33309

ARTICLE VIII

DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all remaining assets of the Corporation in such proportions as they may determine to such organization or organizations organized and operated exclusively for religious, charitable, scientific, literary or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, or any corresponding provision of any future United States Revenue Law.

ARTICLE IX

DISSOLUTION

A. The Corporation shall 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 of the Code, or any corresponding provisions of any future United States Revenue Law.

B. The Corporation shall not engage in any act of "self-dealing," as defined in Section 4941(d) of the Code or any corresponding provisions of any future United States Revenue Law.

C. The Corporation shall not retain any "excess business holdings," as defined in Section 4943(c) of the Code, or any corresponding provisions of any future United States Revenue Law.

D. The Corporation shall not make any investment in such manner as to subject it to tax under Section 4944 of the Code, or any corresponding provisions of any future United States Revenue Law.

E. The Corporation shall not make any "taxable expenditures," as defined in Section 4945(d) of the Code, or any corresponding provisions of any future United States Revenue Law."

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this

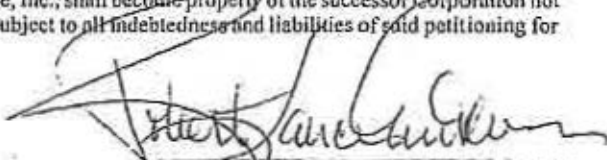
26th day of January, 2000.



ARTHUR KEISER

Incorporator, President and Secretary

The undersigned Circuit Judge hereby approves these Articles of Incorporation for filing with the Florida Department of State at which time all of the property of the petitioning for profit Corporation, American Flyers College, Inc., shall become property of the successor Corporation not for profit, Everglades College, Inc., subject to all indebtedness and liabilities of said petitioning for profit Corporation:



Circuit Court Judge
Seventeenth Judicial Circuit

MAR 02 2000

ACCEPTANCE OF DESIGNATION AS INITIAL REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of EVERGLADES COLLEGE, INC. as made in the foregoing Articles of Incorporation inasmuch as I am familiar with the obligations of that position.

Date: January 26, 2000



ARTHUR KEISER
Initial Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BYLAWS
OF
EVERGLADES COLLEGE, INC.
A CORPORATION NOT FOR PROFIT
(Adopted Effective March 8, 2000)

ARTICLE I. DEFINITIONS, PURPOSES, AND POWERS

Section 1. Definitions. The terms set forth below shall have the following meanings unless otherwise required by the context in which they may be used:

(a) **Articles of Incorporation.** The term "Articles of Incorporation" shall mean the Articles of Incorporation of the College filed with the Secretary of State of Florida on the 8th day of March, 2000, and any amendments thereto.

(b) **Board of Directors.** The term "Board of Directors" shall mean the Board of Directors as provided in Article III hereof.

(c) **Board of Trustees.** The term "Board of Trustees" shall mean the Board of Trustees as provided in Article IV hereof.

(d) **Bylaws.** The term "Bylaws" shall mean the Bylaws of the College except where reference is specifically made to the bylaws of another entity or unit.

(e) **College.** The term "College" or "Everglades College" shall mean EVERGLADES COLLEGE, INC., a Florida not for profit corporation.

(f) **Majority.** The term "majority" shall mean fifty-one percent (51%) of the applicable total number.

(g) **Officer.** The term "Officer" shall mean one or more of the positions as provided in Article V hereof.

(h) **Person.** The term "person" shall mean any individual, corporation, partnership, trust or other type of business entity.

(i) State. The term "State" shall mean the State of incorporation of the College unless otherwise specifically indicated.

Section 2. Statement of Purpose. The purposes of the College shall be those charitable and educational purposes stated in the Articles of Incorporation.

Section 3. Nondiscriminatory Policy as to Students. Everglades College admits students of any race, color, national and ethnic origin to all the rights, privileges, programs, and activities generally accorded or made available to students at the school. It does not discriminate on the basis of race, color, national and ethnic origin in administration of its educational policies, admission policies, scholarship and loan programs, and athletic and other school-administered programs.

Section 4. Powers. Except as limited by the Articles of Incorporation of these Bylaws, the College shall have and exercise such powers in furtherance of its purposes as are now or may hereafter be granted by the Florida Not For Profit Corporation Act.

ARTICLE II. OFFICES

The College shall have and continuously maintain in the State a registered office and registered agent (whose office shall be identical with such registered office) and may have such other offices within or without the State as the Board of Trustees may from time-to-time determine.

ARTICLE III. BOARD OF DIRECTORS

Section 1. Duties. Except as otherwise provided in the Article of Incorporation, the duties of the Board of Directors shall include the appointment or election of the initial Board of Trustees and the nomination of all Trustees to be elected thereafter, and all other business matters of the College are to be controlled by the Board of Trustees.

Section 2. Number and Composition of Board of Directors. The College shall initially have three (3) Directors. From time-to-time, the number of Directors may be increased or decreased by resolution of the Board of Directors, but in no event shall the number of Directors be less than three (3).

Section 3. Initial Board of Directors. The first Board of Directors shall consist of the persons named by the Incorporator, and each Director shall hold office until the next Annual Meeting of Directors and until the term of office of such Director's successor has commenced, or until such Director's earlier death, incapacity, disqualification, resignation or removal.

Section 4. Election. At the first Annual Meeting of Directors and at every Annual Meeting of Directors thereafter, as the first order of business of the meeting, new members of the Board of Directors shall be elected by the vote of a majority of the Board of Directors then in office

to succeed those Directors, if any, whose terms expire with such Annual Meeting of Directors. Each individual elected as a Director shall serve for a term of one year and until his/her successor is duly elected and has commenced his/her term of office. Nothing in these Bylaws shall be construed to prevent members of the Board of Directors from electing themselves as successor Directors for the upcoming terms.

Section 5. Meetings.

(a) **Annual Meetings.** Unless otherwise agreed upon by a majority of the Board of Directors, the Board of Directors shall meet annually on the 15th day of February of each year. Written notice of the Annual Meeting of Directors shall be by U.S. mail sent no more than thirty-one (31) days nor less than ten (10) days immediately preceding the time fixed for said meeting. The time and place of the meeting shall be specified in the notice of the meeting.

(b) **Special Meetings.** Except as otherwise specifically provided by law or by the Articles of Incorporation, special meetings of the Board of Directors may be called by the President, or in his absence by the Vice President or by a majority of the Directors of the Board. Written notice, specifying the purposes of which the special meeting is called, of all special meetings shall be by U.S. mail sent no more than thirty-one (31) days nor less than ten (10) days immediately preceding the time fixed for said meeting. The place of the meeting shall be specified in the notice of the meeting.

(c) **Waiver of Notice.** Waiver by any Director of notice of a Board of Directors' meeting by attendance at the meeting, unless such attendance is to object to the notice herein required, or in writing signed thereby, whether given before or after the time of such meeting, shall be equivalent to the giving of such notice as required in Sections 3(a) and 3(b) of these Bylaws.

Section 6. Quorum. A majority of the Directors of the Board shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, unless otherwise specifically provided by law, the Articles of Incorporation or these Bylaws. Attendance shall be either in person or by telephonic connection whereby the distant Director and those Directors present in person all hear and may speak to and be heard on the matters raised therein. If less than a majority of the Directors of the Board are present at any meeting, a majority of the Directors of the Board present may adjourn the meeting from time to time without further notice, until a quorum shall be present.

Section 7. Manner of Acting.

(a) **Formal Action by Board of Directors.** The act of a majority of the Directors of the Board present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by statute, the Articles of Incorporation or these Bylaws.

(b) **Informal Action by Board of Directors.** No action of the Board of Directors shall be valid unless taken at a meeting at which a quorum is present, except that any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing (setting forth the action so taken) shall be signed by all Directors of the Board.

Section 8. Resignations and Removal. Any Director may resign from the Board of Directors at any time by giving written notice to the President or the Secretary and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any Director of the Board may be removed from office at any time with or without cause by an affirmative vote of a majority of the entire Board of Directors at any Annual Meeting of Directors or at a special meeting which has been duly called for that purpose.

Section 9. Vacancies. For any vacancy occurring in the Board by the resignation, death or removal of a Director, the remaining Directors, by a majority vote thereof, may appoint a Director to serve on the Board of Directors until the end of such Director's term. At the next Annual Meeting of the Board of Directors after such vacancy occurs, or at any special meeting held before the Annual Meeting of Directors and duly called for that purpose, the Board may fill the unexpired term of office upon an affirmative majority vote thereof. If a vacancy or vacancies are created on the Board of Directors by increasing the authorized number of persons constituting the Board of Directors, the vacancy or vacancies so created shall be filled by the affirmative vote of a majority of the then Board of Directors at the next Annual Meeting of Directors or at a special meeting which has been duly called for that purpose.

Section 10. Compensation. Directors of the Board shall not receive any stated salaries for their services as Directors; provided, however, that by resolution of the Board of Directors a reasonable amount may be allowed as reimbursement of expenses incurred by them in attending to their authorized duties as Directors.

Section 11. Procedure. The Board of Directors may adopt its own rules of procedure which shall not be inconsistent with the Articles of Incorporation, these Bylaws or applicable law. In the absence of the Board of Directors adopting its own special rules of procedure as provided for herein, Robert's Rules of Order shall serve as the rules of procedure to be followed.

ARTICLE IV. BOARD OF TRUSTEES

Section 1. Introduction. An independent Board of Trustees shall govern Everglades College. The Board of Directors of Everglades College, in the interest of the growth and development of the institution, bestow this trust upon the Board of Trustees. The members of the Board of Trustees shall be elected based upon their ability, skills and experience to help guide the students, staff and faculty of Everglades College. The independence of the Board of Trustees is crucial to ensure that Everglades College meets the needs of the communities in which it serves. Under no circumstances should any member or minority group of the Board of Trustees dominate to allow for an agenda that does not reflect the attitude and opinions of the whole. The Board of

Trustees shall be careful not to allow any undue influence from any external pressures that would harm the institution. The Board of Directors of Everglades College empower the Board of Trustees to meet the needs of the students, faculty, staff and community.

Section 2. General Powers. The Board of Trustees shall be responsible for all of the day-to-day activities of the College including operations of the business of the College, including the election or appointment of officers, appointment of the president of the College, the determination of the range of compensation of officers and other employees, in its sole discretion, the determination of all policies pertaining to educational, fiscal and curricular policies/activities, approval of the College's mission statement and long range planning documents, appointment of the College's auditors, assurance that the College secures adequate financial resources to meet its mission, personnel policies and remuneration, procedural rules and regulations for the operation of the College's business and budgetary priorities. The Board of Trustees shall remain independent of pressure from political, religious or external bodies. The Board of Trustees shall delegate to the administration and faculty implementation of all of the policies of the Board of Trustees.

Section 3. Number and Composition of Board of Trustees. There shall be at least six (6) members of the Board of Trustees. In addition to the initial members of the Board of Trustees appointed by the Board of Directors and those members of the Board of Trustees elected by the Board of Trustees from persons nominated by the Board of Directors, the person acting as chairman of the Board of Directors shall be a member of the Board of Trustees so long as such person holds such office. Each elected member shall have a term of three (3) years; provided, however, that the initial term of the elected members of the Board of Trustees shall be staggered so that at least one member shall serve for one (1) year, one member shall serve for two (2) years, and two members shall serve for three (3) years. Each term shall commence upon the date for the Annual Meeting of the Board of Directors.

Section 4. Election. The initial Board of Trustees shall be elected or appointed by the Board of Directors. Thereafter, the Board of Trustees shall elect or appoint one member of the Board of Trustees by a majority vote of the Trustees at the annual meeting of the Board of Trustees. Such member shall be elected from persons nominated by the Board of Directors. The president and the chairman of the Board of Directors shall automatically be members of the Board of Trustees. No more than two (2) members of the Board of Trustees shall be a Director or an officer or shall be related to a Director or an officer, and no more than two (2) members of the Board of Trustees shall be permitted to be an employee of the College or to have any other business relationship with the College.

Section 5. Meetings.

(a) **Annual Meetings.** Unless otherwise agreed upon by a majority of the Board of Trustees, the Board of Trustees shall meet annually on the 15th day of January of each year. Written notice of the Annual Meeting of Trustees shall be by U.S. mail sent no more than thirty-one (31) days nor less than ten (10) days immediately preceding the time fixed for said meeting. The time and place of the meeting shall be specified in the notice of the meeting.

(b) Special Meetings. Except as otherwise specifically provided by law or by the Articles of Incorporation, special meetings of the Board of Trustees may be called by the President, or in his absence by the Vice President or by a majority of the Trustees of the Board. Written notice, specifying the purposes of which the special meeting is called, of all special meetings shall be by U.S. mail sent no more than thirty-one (31) days nor less than ten (10) days immediately preceding the time fixed for said meeting. The place of the meeting shall be specified in the notice of the meeting.

(c) Waiver of Notice. Waiver by any Trustee of notice of a Board of Trustees meeting by attendance at the meeting, unless such attendance is to object to the notice herein required, or in writing signed thereby, whether given before or after the time of such meeting, shall be equivalent to the giving of such notice as required in Sections 5(a) and 5(b) of these Bylaws.

Section 6. Quorum. A majority of the Board of Trustees shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees, unless otherwise specifically provided by law, the Articles of Incorporation or these Bylaws. Attendance shall be either in person or by telephonic connection whereby the distant Trustee and those Trustees present in person all hear and may speak to and be heard on the matters raised therein. If less than a majority of the Board of Trustees are present at any meeting, a majority of the Board of Trustees present may adjourn the meeting from time to time without further notice, until a quorum shall be present.

Section 7. Manner of Acting.

(a) Formal Action by Board. The act of a majority of the Board of Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees, unless the act of a greater number is required by statute, the Articles of Incorporation or these Bylaws.

(b) Informal Action by Board. No action of the Board of Trustees shall be valid unless taken at a meeting at which a quorum is present, except that any action which may be taken at a meeting of the Board of Trustees may be taken without a meeting if a consent in writing (setting forth the action so taken) shall be signed by all Board of Trustees.

Section 8. Resignations and Removal. Any Trustee may resign from the Board of Trustees at any time by giving written notice to the President or the Secretary and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any Trustee may be removed from office at any time with cause after a hearing before the Board of Trustees by the affirmative vote of at least a majority of the entire Board of Trustees at a special meeting of the Board of Trustees called for such purpose.

Section 9. Vacancies. Any vacancy occurring in the Board of Trustees may be filled at any special or regular meeting of the Board of Trustees by the affirmative vote of at least three members of the Board of Trustees.

Section 10. Compensation. Members of the Board of Trustees shall not receive any stated salaries for their services as Trustees; provided, however, that by resolution of the Board of Trustees, a reasonable amount may be allowed as reimbursement of expenses incurred by them in attending to their authorized duties as Trustees.

Section 11. Procedure. The Board of Trustees may adopt its own rules of procedure which shall not be inconsistent with the Articles of Incorporation, these Bylaws or applicable law. In the absence of the Board of Trustees adopting its own special rules of procedure as provided for herein, Robert's Rules of Order shall serve as the rules of procedure to be followed.

Section 11. Committees. The Board of Trustees shall establish such Committees which they determine to be necessary or advisable to meet the needs of the College, including, without limitation, the following Committees: (i) Standing Committee; (ii) Audit Committee/Finance Committee; (iii) Personnel/Compensation Committee; and (iv) Budget Committee. The powers and functions of any such Committees, and the qualification and tenure of their members, shall be established by the Board of Trustees; provided, however, that no Committee shall be authorized to commit the College to the spending of corporate funds or to obligate the College in any manner. Notwithstanding anything herein to the contrary, the Board of Trustees shall appoint an Audit Committee, comprised of two (2) lay members, to annually review the annual audit and to make recommendations to the entire Board of Trustees.

ARTICLE V. OFFICERS

Section 1. Categories and Identification.

(a) **Administrative Officers.** The Administrative Officers of the College shall include a President, Secretary and Treasurer, and the College may, at the discretion of the Board of Trustees, have additional Officers including, without limitation, one or more Vice Presidents, one or more Assistant Secretaries, and one or more Assistant Treasurers.

Section 2. Appointment and Tenure. The President, Secretary and Treasurer of the College shall be appointed by the Board of Trustees of the College. The Vice Presidents, Assistant Secretaries, and Assistant Treasurers, if any, shall be appointed by the President with the concurrence of the Board of Trustees.

Section 3. Resignations and Removal. Any Officer may resign at any time by giving written notice to the President or to the Secretary, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any Officer may be removed by the affirmative vote of at least a majority of the members of the Board of Trustees present at a duly called meeting of the Board of Trustees at which a quorum is present, whenever in its judgment the best interests of the College would be served thereby.

Section 4. Vacancies. A vacancy in the Board Office or in the Office of President may be filled by the Board of Trustees for the unexpired portion of the term. A vacancy in the Office of

Vice President, Assistant Secretary or Assistant Treasurer may be filled by the President with the concurrence of the Board.

Section 5. Duties.

(a) **Administrative Officers.** The Administrative Officers of the College shall have the following duties:

(i) **President.** The President shall be the Chief Operating Officer of the College, and shall have general direction of the business and affairs of the College and general supervision over its several Officers, subject to control of the Board of Trustees. The President shall perform all duties incident to the position of President and such duties as may be prescribed by the Board of Trustees from time to time. The President may sign, with the Secretary or any other Officer authorized by the Board of Trustees, any deeds, mortgages, bonds, contracts or other instruments which the Board of Trustees has authorized to be executed, except in cases where the signing shall be expressly delegated by the Board of Trustees, by these Bylaws or by statute, to some other officer or agent of the College. In addition, the President shall exercise and perform such other powers and duties as may be from time to time assigned to him by the Board of Trustees or these Bylaws or as are incident to the office of President.

(ii) **Vice President.** At the request of the President, or in his absence of disability, the Vice President in the order of his election shall perform the duties of the President, and, when so acting, shall have all the powers of, and be subject to all restrictions upon, the President. Any action taken by a Vice President in the performance of the duties of the President shall be conclusive evidence of the absence or inability to act of the President at the time such action was taken. The Vice President shall perform such other duties as may, from time to time, be assigned to him by the Board of Trustees or the President.

(iii) **Treasurer.** The Treasurer shall, subject to the direction of the President, have charge and custody and be responsible for all funds and securities of the College; to deposit the same in any bank or banks as the Board of Trustees may designate and shall keep regular full and accurate accounts of all receipts and disbursements, and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President, the Board of Trustees, or these Bylaws. In fulfillment of the duties of the Treasurer, the Treasurer shall be familiar with the fiscal affairs of the College and keep the Board of Trustees informed thereof. If required by the Board of Trustees, the Treasurer shall give a bond for the faithful discharge of the Treasurer's duties in such sum and with such surety as the Board of Trustees shall determine.

(iv) **Secretary.** The Secretary shall, subject to the direction of the President, cause to be kept a record of the meetings of the Board of Trustees and of

the Board of Directors in books provided for that purpose; assure that all notices are given in accordance with the provisions of these Bylaws and as required by law; be custodian of the seal of the College; shall countersign, when required, all authorized bonds, contracts, deeds, mortgages, leases, or other legal instruments; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President, the Board of Trustees, or these Bylaws.

(v) Assistant Treasurers and Assistant Secretaries. If appointed, the Assistant Treasurers and the Assistant Secretaries shall perform such duties as shall be assigned to them respectively by the President or the Board of Trustees.

Section 6. Compensation. Officers shall receive such compensation for their services, including reimbursement of expenses incurred in attending to their authorized duties, as determined by the Board of Trustees. Nothing in the Bylaws shall be deemed to restrict the ability of the College to compensate a Trustee who is also an Officer for services rendered to the College in connection with attending to the duties of an Officer of the College.

Section 7. Bonds of Officers. The Board of Trustees may secure the fidelity of any or all of such Officers by bond or otherwise, in such terms and with such surety or sureties, conditions, penalties or securities as shall be required by the Board. The premium or premiums for such bond or bonds shall be paid out of the corporate funds of the College.

Section 8. Delegation. The Board of Trustees may delegate temporarily the powers and duties of any Officer, in case of such Officer's absence or for any other reason, to any other Officer, and may authorize the delegation by any Officer of any of such Officer's powers and duties to any agent or employee subject to the general supervision of such Officer.

ARTICLE VI. MISCELLANEOUS

Section 1. Contracts. The Board of Trustees may authorize any Officer or agent of the College, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute any instrument in the name of and on behalf of the College, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, and all notes or other evidences of indebtedness issued in the name of the College shall be signed by such Officer or Officers, agent or agents of the College and in such manner as shall from time to time be determined by resolution of the Board of Trustees.

Section 3. Deposits. All funds of the College shall be deposited from time to time to the credit of the College in one or more such banks, trust companies or other depositories as the Board of Trustees may from time to time designate, upon such terms and conditions as shall be fixed by the Board of Trustees. The Board of Trustees may from time-to-time authorize the opening and

keeping, with any such depository as it may designate, of general and special bank accounts and may make such special rules and regulations with respect thereto, not inconsistent with the provisions of these Bylaws, as it may deem necessary.

Section 4. Gifts. The Board of Trustees may accept on behalf of the College any contribution, gift, bequest, or devise for and consistent with the general purposes, or for and consistent with any specific purpose, of the College.

Section 5. Books and Records. The College shall keep correct and complete books and records of account and shall also keep records of the actions of the College, which records shall be open to inspection by the members of the Board of Trustees and the Board of Directors at any reasonable time.

Section 6. Annual Report. The President shall cause an Annual Report to be submitted to the Board of Trustees no later than one hundred twenty (120) days after the close of each fiscal year of the College.

Section 7. Fiscal Year; Accounting Election. The year of and method of accounting for the College shall be as the Board of Trustees shall at any time determine.

Section 8. Seal. The Corporate Seal of the College shall be circular in form with the words "EVERGLADES COLLEGE, INC.," a College not for profit, in the outer edge thereof.

Section 9. Notice.

(a) **Effective Date.** Unless otherwise specified herein, any notice required or permitted to be given pursuant to the provisions of the Articles of Incorporation, these Bylaws, or applicable law, shall be in writing, shall be sufficient and effective as of the date personally delivered or, if sent by mail, on the date deposited with the United States Postal Service, prepaid and addressed to the intended receiver at such receiver's last known address as shown in the records of the College.

(b) **Waiver of Notice.** Whenever any notice is required to be given under the provisions of the Florida General Corporation Act or Florida Not For Profit Corporation Act or under the provisions of the Articles of Incorporation, these Bylaws, or applicable law, a waiver thereof in writing signed by the persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. The attendance of a member at any meeting shall constitute a waiver of notice of such meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

Section 10. Loans to Members of the Board of Trustees, the Board of Directors, or Officers Prohibited. No loans shall be made by the College to members of the Board of Trustees, members of the Board of Directors, or Officers of the College. The Trustees who vote for or assent to the making of a loan to a Trustee, Director or Officer of the College, and any Trustee, Director

or Officer participating in the making of such loan, shall be jointly and severally liable to the College for the amount of such loan until the repayment thereof.

Section 11. Indemnification of Member of the Board of Trustees, the Board of Directors, Officers, and Others. The College shall indemnify any member of the Board of Trustees, any member of the Board of Directors, or any Officer or former Trustee, Director or Officer for expenses and costs (including attorneys' fees) actually and necessarily incurred thereby in connection with any claim asserted by action in court or otherwise, by reason of such person being or having been such Trustee, Director or Officer, except in relation to matters as to which such person shall have been guilty of negligence or willful misconduct with respect to, the matter in which indemnity is sought, and to the extent permitted by the provisions of the Florida Not For Profit Corporation Act. By order of the Board of Trustees, the College may, under comparable terms and limitations, indemnify employees and agents of the College with respect to activities within the scope of their services as members of any other committees, Officers or other officials of the College.

Section 12. Revocability of Authorizations. No authorization, assignment, referral or delegation of authority by the Board of Trustees or any committee, Officer, agent or other official of the College, or any other organization which is associated or affiliated with, or conducted under the auspices of the College shall preclude the Board of Trustees from exercising the authority required to meet its responsibility. The Board of Trustees shall retain the right to rescind any such authorization, assignment, referral or delegation in its sole discretion.

Section 13. Employees of the College. The Board of Trustees may employ such personnel as it deems necessary or desirable for the efficient operation of the College. Nothing in these Bylaws shall be deemed to restrict the ability of the College to pay such personnel reasonable compensation for services rendered.

Section 14. Duality of Interests. Except for contracts and transactions between the College and any of its affiliate organizations, any contract or other transaction between the College and one or more of the Trustees, Directors or Officers, or between the College and any other College, firm, association or other entity in which one or more of the Trustees, Directors or Officers are members of the Board of Trustees, Board of Directors or Officers or have a significant financial or influential interest, shall be authorized or entered into by the College only after all of the following conditions are met:

(a) The relevant and material facts as to such Trustee's, Director's or Officer's interest in such contract or transaction and as to any common directorship, trusteeship, officership, or financial or influential interest were disclosed in good faith in advance, by such Trustee, Director or Officer, to the Board of Trustees, and such facts are reflected in the minutes of the Meeting of the Board of Trustees.

(b) The relevant and material facts, if any, known to such interested Trustee, Director or Officer with respect to such contract or transaction which might reasonably be construed to be adverse to the Corporation's interest were disclosed in good faith in advance

by such Trustee, Director or Officer to the Board of Trustees, and such facts are reflected in the minutes of the Meeting of the Board of Trustees.

(c) Such interested Trustee, Director or Officer has, as determined by the judgment of the Board of Trustees:

(i) Made the disclosures and fully responded to questions concerning the matters referred to in Section 14(a) and (b) above;

(ii) Fully met the burden of proof that the contract or transaction is fair and reasonable to the College at the time such contract or transaction is authorized; and

(iii) Not otherwise significantly influenced the action of the Board of Trustees with respect to the contract or transaction; and all such determinations by the Board of Trustees are reflected in the minutes of the Meeting of the Board of Trustees.

(d) The Board of Trustees authorized such contract or transaction by a vote of at least two-thirds (2/3) of the members of the Board present at a Meeting at which a quorum was present, and such interested member of the Board or Officer, who may be counted in determining the presence of a quorum, was not counted in determining the two-thirds (2/3) vote.

(e) Such interested Trustee, Director or Officer was not present at such time as the vote was taken.

The Board of Trustees may adopt duality of interest policies for the College including, without limitation, requirements and procedures with respect to:

(a) Regular annual statements and periodic supplements thereto by Trustees, Directors, Officers, professional advisors, key employees, and other officials of the College, disclosing any existing and potential dualities of interest.

(b) Limitations on permitted external positions and interests.

(c) Corrective action with respect to transgressions of such policies.

Section 15. Rules. The Board of Trustees may adopt, amend or repeal rules (not inconsistent with these Bylaws) for the management of the internal affairs of the College and the governance of its Officers, agents, Board Committees and employees.

Section 16. Vote by Presiding Officer. The person acting as presiding officer at any meeting held pursuant to these Bylaws shall, if a voting member thereof, be entitled to vote on the same basis as if not acting as presiding officer.

Section 17. Gender and Number. Whenever the context requires, the gender of all words used herein shall include the masculine, feminine, and neuter, and the number of all words shall include the singular and plural thereof.

Section 18. Articles and Other Headings. The Articles and other headings contained in these Bylaws are for reference purposes only and shall not affect the meaning of interpretation of these Bylaws.

ARTICLE VII. AMENDMENT TO BYLAWS

The power to make, alter, amend, or repeal the Bylaws shall be vested in the majority of the Board of Trustees of the College.

CERTIFICATE

The foregoing bylaws were duly adopted as and for the Bylaws of EVERGLADES COLLEGE, INC., by the Board of Directors, effective as of March 8, 2000, by Written Consent in Lieu of the Organizational Meeting of Directors dated _____, 2000.

By: _____
Art Keiser, Secretary

REAL ESTATE LEASE

This Lease Agreement (this "Lease") is made effective as of December 15, 1999, by and between Keiser School Inc. ("Landlord"), and Everglades College ("Tenant"). The parties agree as follows:

PREMISES. Landlord, in consideration of the lease payments provided in this Lease, leases to Tenant Class A Office Suite (the "Premises") located at 1500 NW 49 St., Ft. Lauderdale, FL 33309.

TERM. The lease term will begin on January 01, 2000 and will terminate on December 31, 2005.

LEASE PAYMENTS. Tenant shall pay to Landlord monthly payments of \$3,167.00 per month, payable in advance on the fifth day of each month, for a total annual lease payment of \$38,004.00. Lease payments shall be made to the Landlord at 1500 NW 49 St., FT. Lauderdale, Florida 33309, which may be changed from time to time by the Landlord.

POSSESSION. Tenant shall be entitled to possession on the first day of the term of this Lease, and shall yield possession to Landlord on the last day of the term of this Lease, unless otherwise agreed by both parties in writing.

USE OF PREMISES. Tenant may use the Premises only Educational purposes for adult students. The Premises may be used for any other purpose only with the prior written consent of Landlord, which shall not be unreasonably withheld. Tenant shall notify Landlord of any anticipated extended absence from the Premises not later than the first day of the extended absence.

PROPERTY INSURANCE. Landlord and Tenant shall each be responsible to maintain appropriate insurance for their respective interests in the Premises and property located on the Premises.

DEFAULTS. Tenant shall be in default of this Lease if Tenant fails to fulfill any lease obligation or term by which Tenant is bound. Subject to any governing provisions of law to the contrary, if Tenant fails to cure any financial obligation within 15 days (or any other obligation within 15 days) after written notice of such default is provided by Landlord to Tenant, Landlord may take possession of the Premises without further notice (to the extent permitted by law), and without prejudicing Landlord's rights to damages. In the alternative, Landlord may elect to cure any default and the cost of such action shall be added to Tenant's financial obligations under this Lease. Tenant shall pay all costs, damages, and expenses (including reasonable attorney fees and expenses) suffered by Landlord by reason of Tenant's defaults. All sums of money or charges required to be paid by Tenant under this Lease shall be additional rent, whether or not such sums or charges are designated as "additional rent".

NOTICE. Notices under this Lease shall not be deemed valid unless given or served in writing

Initials 

and forwarded by mail, postage prepaid, addressed as follows:

LANDLORD:

Name: Keiser School Inc.
Address: 1500 NW49 St.
FT. Lauderdale, Florida 33309

TENANT:

Name: Everglades College
Address: 1500 NW 49th St, Suite 600
Ft. Lauderdale, Florida 33309

Such addresses may be changed from time to time by either party by providing notice as set forth above.

ENTIRE AGREEMENT/AMENDMENT. This Lease Agreement contains the entire agreement of the parties and there are no other promises or conditions in any other agreement whether oral or written. This Lease may be modified or amended in writing, if the writing is signed by the party obligated under the amendment.

SEVERABILITY. If any portion of this Lease shall be held to be invalid or unenforceable for any reason, the remaining provisions shall continue to be valid and enforceable. If a court finds that any provision of this Lease is invalid or unenforceable, but that by limiting such provision, it would become valid and enforceable, then such provision shall be deemed to be written, construed, and enforced as so limited.

WAIVER. The failure of either party to enforce any provisions of this Lease shall not be construed as a waiver or limitation of that party's right to subsequently enforce and compel strict compliance with every provision of this Lease.

CUMULATIVE RIGHTS. The rights of the parties under this Lease are cumulative, and shall not be construed as exclusive unless otherwise required by law.

GOVERNING LAW. This Lease shall be construed in accordance with the laws of the State of Florida.

LATE PAYMENTS. Tenant shall pay a late fee equal to 2% of the required installment payment for each payment that is not paid within 10 days after its due date.

HOLDOVER. If Tenant maintains possession of the Premises for any period after the termination of this Lease ("Holdover Period"), Tenant shall pay to Landlord a lease payment for the Holdover Period equal to the amount set forth in the following Lease Payments paragraph. Such holdover shall constitute a month to month extension of this Lease.

RENEWAL TERMS. This Lease shall automatically renew for an additional period of One

term per renewal term, unless either party gives written notice of the termination no later than 90 days prior to the end of the term or renewal term. The lease terms during any such renewal term shall be the same as those contained in this Lease.

NON-SUFFICIENT FUNDS. Tenant shall be charged \$100.00 for each check that is returned to Landlord for lack of sufficient funds.

MAINTENANCE. Landlord shall have the responsibility to maintain the Premises in good repair at all times.

UTILITIES AND SERVICES.

Landlord shall be responsible for all utilities and services in connection with the Premises.

LIABILITY INSURANCE. Tenant shall maintain liability insurance with personal injury limits of at least \$5,000,000.00 for injury to one person, and \$5,000,000.00 for any one accident, and a limit of at least \$200,000.00 for damage to property. Tenant shall deliver appropriate evidence to Landlord as proof that adequate insurance is in force. Landlord shall have the right to require that the Landlord receive notice of any termination of such insurance policies.

TAXES. Taxes attributable to the Premises or the use of the Premises shall be allocated as follows:

REAL ESTATE TAXES. Landlord shall pay all real estate taxes and assessments for the Premises.

TERMINATION UPON SALE OF PREMISES. Notwithstanding any other provision of this Lease, Landlord may terminate this lease upon 90 days' written notice to Tenant that the Premises have been sold.

REMODELING OR STRUCTURAL IMPROVEMENTS. Tenant shall have the obligation to conduct any construction or remodeling (at Tenant's expense) that may be required to use the Premises as specified above. Tenant may also construct such fixtures on the Premises (at Tenant's expense) that appropriately facilitate its use for such purposes. Such construction shall be undertaken and such fixtures may be erected only with the prior written consent of the Landlord which shall not be unreasonably withheld. At the end of the lease term, Tenant shall be entitled to remove (or at the request of Landlord shall remove) such fixtures, and shall restore the Premises to substantially the same condition of the Premises at the commencement of this Lease.

ACCESS BY LANDLORD TO PREMISES. Subject to Tenant's consent (which shall not be unreasonably withheld), Landlord shall have the right to enter the Premises to make inspections, provide necessary services, or show the unit to prospective buyers, mortgagees, tenants or workers. As provided by law, in the case of an emergency, Landlord may enter the Premises without Tenant's consent.

INDEMNITY REGARDING USE OF PREMISES. To the extent permitted by law, Tenant agrees to indemnify, hold harmless, and defend Landlord from and against any and all losses, claims, liabilities, and expenses, including reasonable attorney fees, if any, which Landlord may

suffer or incur in connection with Tenant's use or misuse of the Premises.

DANGEROUS MATERIALS. Tenant shall not keep or have on the Premises any article or thing of a dangerous, flammable, or explosive character that might substantially increase the danger of fire on the Premises, or that might be considered hazardous by a responsible insurance company, unless the prior written consent of Landlord is obtained and proof of adequate insurance protection is provided by Tenant to Landlord.

MECHANICS LIENS. Neither the Tenant nor anyone claiming through the Tenant shall have the right to file mechanics liens or any other kind of lien on the Premises and the filing of this Lease constitutes notice that such liens are invalid. Further, Tenant agrees to (1) give actual advance notice to any contractors, subcontractors or suppliers of goods, labor, or services that such liens will not be valid, and (2) take whatever additional steps that are necessary in order to keep the premises free of all liens resulting from construction done by or for the Tenant.

ARBITRATION. Any controversy or claim relating to this contract, including the construction or application of this contract, will be settled by binding arbitration under the rules of the American Arbitration Association, and any judgment granted by the arbitrator(s) may be enforced in any court of proper jurisdiction.

ASSIGNABILITY/SUBLETTING. Tenant may not assign or sublease any interest in the Premises, nor effect a change in the majority ownership of the Tenant (from the ownership existing at the inception of this lease), without the prior written consent of Landlord, which shall not be unreasonably withheld.

SUBORDINATION OF LEASE. This Lease is subordinate to any mortgage that now exists, or may be given later by Landlord, with respect to the Premises.

LANDLORD:
Keiser School Inc.



Keiser School Inc.

TENANT:
Everglades College



Everglades College

September 13, 2000

CERTIFIED MAIL/RETURN RECEIPT

Internal Revenue Service
P. O. Box 192
Covington, KY 41012-0192

POSTMARK RECEIVED

SEP 13 2000 - 5P1800

CINCINNATI
SERVICE CENTER

RE: Everglades College, Inc.
EIN 59-1829662
Application for Recognition of Exemption
Our File No. 4081.013

Dear Sir/Madam:

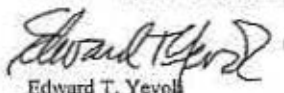
Enclosed are the following documents in connection with the above entity for your review and consideration:

1. Application for Recognition of Exemption, Form 1023;
2. Power of Attorney and Declaration of Representative, Form 2848;
3. User Fee for Exempt Organization Determination Letter Request; and
4. \$500 check made payable to the Internal Revenue Service.

Should you have any questions or require any additional information, please do not hesitate to contact me.

Very truly yours,

BERGER DAVIS & SINGERMAN


Edward T. Yevoli

ETY:kjk
Enclosures