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April 11, 2000

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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To Whom It May Concern:

I have enclosed for filing two copies of the Amended and Restated Articles of Incorporation for the University of South Florida Foundation, Inc. Also enclosed is check #00044112 in the amount of \$87.50, payable to the Department of State, covering the filing fee of \$35.00 and \$52.50 for one certified copy of the amendments. Please send the certified copy to my attention at the address listed below.

If I may be of further assistance in this matter, please do not hesitate to contact me at 813-974-1674.

Sincerely,
Cuba Matthews
Cuba Matthews
Administrative Assistant

FILED
00 APR 13 AM 11:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

/CM
Enclosures
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102.2-002B

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Amended + Restated
11pgs * call copy*

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of

University of South Florida Foundation, Inc.

(present name)

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETED.)

Article V, Section 1 Amended

SECOND: The date of adoption of the amendment(s) was: June 29, 1999

THIRD: Adoption of Amendment (CHECK ONE)

- The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.

University of South Florida Foundation Inc.

Corporation Name

Kathy L. Stafford

Signature of Chairman, Vice Chairman, President or other officer

KATHY L. STAFFORD, Ph.D.

EXECUTIVE VICE PRESIDENT

UNIVERSITY OF SOUTH

Title FLORIDA FOUNDATION

Date

4-11-00

00 APR 13 AM 11:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
UNIVERSITY OF SOUTH FLORIDA FOUNDATION, INC.
(A corporation not-for-profit)

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

WE, the undersigned, hereby certify that we are, respectively, President and Secretary of the UNIVERSITY OF SOUTH FLORIDA FOUNDATION, INC., a corporation not-for-profit, organized and existing under and by virtue of Chapter 617, Florida Statutes, and having its principal place of business in Hillsborough County, State of Florida, on the 14th day of November, 1985, a notice of which was duly given to all Trustees entitled to such notice, at which meeting a quorum of the Trustees was present, the following resolution was offered and adopted by the vote of two-thirds of the Trustees present:

BE IT RESOLVED, that the ARTICLES OF INCORPORATION of the UNIVERSITY OF SOUTH FLORIDA FOUNDATION, INC., a corporation not-for-profit, be amended and restated to read as follows:

ARTICLE I
NAME AND LOCATION

The name of the Corporation shall be UNIVERSITY OF SOUTH FLORIDA FOUNDATION, INC. (hereinafter "Foundation"). The principal offices of the Foundation shall be located at 4202 East Fowler Avenue in the City of Tampa, County of Hillsborough and State of Florida, although the corporation may maintain offices elsewhere.

ARTICLE II

OBJECT

The general nature of the object of the Foundation is to provide charitable and educational aid in the form of money, and other forms of property and services to the University of South Florida and persons, associations and corporations associated therewith; to promote education and other related activities of the said University; to encourage research, learning and dissemination of information in which the said University is carrying on activities.

All references in these Articles to the University of South Florida shall be deemed to include any successor university in the same location, regardless of name.

ARTICLE III

POWERS

In addition to all other corporate powers provided by law and in furtherance of the objectives described above but not in limitation thereof, the Foundation shall have the power to:

- (a) Have succession by its corporate name for the period set forth in the Articles of Incorporation.
- (b) Sue and be sued and appear and defend in all actions in proceedings in its corporate name to the same extent of a natural person.
- (c) Adopt and use a common corporate seal and alter the same.
- (d) Elect or appoint such officers and agents as its affairs require and allow them reasonable compensation, provided that members of the Board of Trustees will receive no compensation for such services.

- (e) Adopt, change, amend and repeal By-laws not consistent with law or its Articles of Incorporation for the administration of the affairs of the Foundation and the exercise of its corporate powers.
- (f) Increase, by a majority vote of its members cast as the by-laws may direct, the number of its trustees so that the number may be no less than twenty (20) elected members, but may be any number in excess thereof.
- (g) Make contracts and incur liabilities, borrow money at such rates of interest as the Foundation may determine, issue its notes, bonds and other obligations and secure any of its obligations by mortgage and pledge all or any of its property, franchises or income.
- (h) Conduct its affairs, carry on its operations and have offices and exercise the powers granted by Florida law in any state, territory, district or possession of the United States or any foreign country.
- (i) Purchase, take, receive, lease, take by gift, devise or bequest or otherwise acquire, own, hold, improve, use or otherwise deal in or with real or personal property or any interest therein wherever situated, including the power to act as and perform the duties of trustee or to act in any other fiduciary capacity under deed, trust, will, codicil, agreement, or other instrument, and to obligate itself to perform the conditions of such trusts, provided the Foundation has either a beneficial, contingent or remainder interest in the trust property.
- (j) Acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses and other rights or interests thereunder or therein.
- (k) Sell, convey, mortgage, pledge, lease, exchange, transfer, or otherwise dispose of all or any part of its property and assets.
- (l) Purchase, take, receive, subscribe for or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise use deal in and

with shares and other interests in or obligations of other domestic or foreign corporations, whether for profit or not-for-profit, associations, partnerships or individuals, or direct or indirect obligation of the United States or of any other government, state, territory, governmental district, municipality or of any instrumentality thereof.

- (m) Lend money for its corporate purpose, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (n) Make and receive donations for the public welfare or for religious, charitable, scientific, educational or other similar purposes.
- (o) Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Foundation is organized.
- (p) Merge and consolidate with other corporation not-for-profit, domestic or foreign, provided that the surviving corporation is a corporation not-for-profit, and further that the Board of Regents of the State of Florida must approve any such merger or consolidation.

ARTICLE IV
MEMBERSHIP

Section 1: Members. The members of the Foundation shall be the Board of Trustees, who shall be the sole voting members of the Foundation.

Section 2: Other Members. The By-laws may provide for one or more classes of other members, who shall be admitted in such manner and who shall have the rights and privileges as are set forth in the By-laws but who shall not have the right to vote.

ARTICLE V
MANAGEMENT

Section 1: The affairs of the Foundation shall be managed by a Board of Trustees who shall serve without compensation. The Board of Trustees shall consist of not less than twenty (20) elected members but may be any number in excess thereof as provided in the By-laws. Trustees shall serve a term as provided in the By-laws. The President of the University of South Florida and the Chairman of the Board of Regents, created under the provisions of Chapter 240, Florida Statutes or the Chairman's designee, shall be Trustees. The remaining Trustees shall be elected by the members of the corporation and shall include persons from the following named classes:

- (a) Such ex officio Trustees as are authorized in accordance with the By-laws.
- (b) Such Trustees as are authorized and nominated by the Nominating Committee in accordance with the By-laws.

All persons so elected shall have one vote as a Trustee of the Foundation.

Trustees shall be removed in accordance with the procedure provided in the By-laws.

Section 2: The officers of the Foundation shall be a President/Chairman of the Board, a Vice President/President-Elect, an Executive Vice President, a Secretary, a Treasurer and such other officers as may be provided in the By-laws. The President and other officers of the Foundation shall be elected or appointed by the Board of Trustees in the manner provided in the By-laws.

Section 3: The names and addresses of the present officers are:

<u>Name</u>	<u>Address</u>
Richard L. Brown President/Chairman of the Board ✓	University of South Florida Foundation, Inc. 4202 East Fowler Avenue, ADM 241 Tampa, Florida 33620
Peter Daks Vice President/President Elect ✓	University of South Florida Foundation, Inc. 4202 East Fowler Avenue, ADM 241 Tampa, Florida 33620
Kathy L. Stafford ✓ Executive Vice President	University of South Florida Foundation, Inc. 4202 East Fowler Avenue, ADM 241 Tampa, Florida 33620
Beth A. Houghton ✓ Secretary	University of South Florida Foundation, Inc. 4202 East Fowler Avenue, ADM 241 Tampa, Florida 33620
William A. Eickhoff Treasurer	University of South Florida Foundation, Inc. 4202 East Fowler Avenue, ADM 241 Tampa, Florida 33620

ARTICLE VI

BY-LAWS AND AMENDMENTS TO THE ARTICLES OF INCORPORATION

The By-laws of the Foundation may be amended or repealed and additional By-laws added or adopted by a majority vote of the Board of the Trustees, as the sole voting members of the Foundation, and in all instances subject to the written concurrence of the President of the University of South Florida, provided, however, that notice thereof, which shall include the text of the change in the By-laws, has been

furnished in writing to each Trustee of the Foundation at least ten (10) days prior to the meeting at which such change in the By-laws is to be voted upon.

The Articles of Incorporation of the Foundation may be amended or additional provisions added or adopted by a two-thirds (2/3) vote of the members of the Board of Trustees present or voting by proxy at any meeting thereof, and in all instances subject to the written concurrence of the President of the University of South Florida and the Board of Regents of the State of Florida; provided, however, that notice thereof, which shall include the text of the change in the Articles of Incorporation, has been furnished in writing to each trustee of the Foundation at least ten (10) days prior to the meeting at which such change in the Articles of Incorporation is to be voted upon.

ARTICLE VII

GENERAL

All income and assets of the Foundation above necessary expenses shall be administered solely and exclusively for the corporate purposes selected by the Board of Trustees.

The Foundation shall have no capital stock and shall not pay dividends. In addition, no part of the income of the Foundation shall be distributed to its Subscribers, Trustees, officers or members, provided that the Foundation may reimburse appropriate costs in a reasonable amount to its Subscribers, Trustees, officers or members for services rendered which are unrelated to their Board duties and such other appropriate costs in a reasonable amount as may be approved by the Board of Trustees.

ARTICLE VIII

REGISTERED OFFICE AND REGISTERED AGENT

The Foundation hereby designates its registered office to be located at the University of South Florida, Office of the General Counsel, 4202 East Fowler Avenue, ADM 250, Tampa, Florida 33620, and hereby designates and appoints Noreen Segrest as Registered Agent of the Foundation, to accept process within this State, to serve in such capacity until a successor is selected and duly designated.

ARTICLE IX
INDEMNIFICATION

The Foundation shall indemnify any Trustee, officer or employee of the Foundation or any former Trustee, officer or employee of the Foundation, to the full extent permitted and set forth in the Florida General Corporation Act.

ARTICLE X
PROHIBITED ACTIVITIES

The Foundation shall not:

- (a) Attempt to influence legislation as a substantial part of its activities.
- (b) Allow any part of its income to inure to the benefit of Trustees, officers or members of the Foundation, or to any other individuals except in the furtherance of its charitable purposes.
- (c) Participate or intervene in any political campaign for or against any candidate for public office.
- (d) Conduct any activity not permitted to be carried on by organizations exempt under 501(c) (3) of the Internal Revenue Code of 1954, as amended, and its regulations as they now exist or as they may hereinafter be amended, or by any organization, contributions to which are deductible under Section 170 (c) (2) of such Code and regulations as they now exist or as they may hereinafter be amended.

ARTICLE XI
DEDICATION OF ASSETS

The Foundations dedicates all assets which it may acquire to the charitable purposes set forth in Article II hereof. In the event that the Foundation shall dissolve or otherwise terminate its corporate existence, subject to the provisions of Chapter 617, Florida Statutes, the Foundation shall distribute all its existing assets to one or more organizations which themselves are exempt as organizations described in Sections 501(c) (3) and 170(c) (2) of the Internal Revenue Code of 1954, as amended, or corresponding sections of any prior or future law or to the Federal government or to a state or local government for exclusive public purpose; provided that the recipient or recipients of the distribution shall be approved by the Board of Regents of the State of Florida.

History. Adopted 11/14/85. Amended 06/87, 06/88, 06/90, 06/91, 05/94, 04/95, 1/98, 6/99.