

# F020000003289

## TRANSMITTAL LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** The University of Connecticut Foundation, Inc.  
(Name of Corporation – must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Not for Profit Corporation for Authorization to Conduct its Affairs in Florida", "Certificate of Existence", and check are submitted to register the above referenced not for profit corporation to conduct its affairs in Florida.

Please return all correspondence concerning this matter to the following:

Suzanne M. O'Connor

(Name of Person)

600005392816--8

-04/30/02--01058--005

\*\*\*\*\*87.50 \*\*\*\*\*87.50

The University of Connecticut Foundation, Inc.

(Firm/Company)

2390 Alumni Drive, U-3206

(Address)

Storrs, CT 06269

(City/State and Zip Code)

For further information concerning this matter, please call:

Suzanne O'Connor

(Name of Person)

at ( 860 ) 486-4436

(Area Code & Daytime Telephone Number)

### STREET ADDRESS:

Registration Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

### MAILING ADDRESS:

Registration Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- ☐ \$70.00 Filing Fee    ☐ \$78.75 Filing Fee & Certificate of Status    ☐ \$78.75 Filing Fee & Certified Copy    ☒ \$87.50 Filing Fee, Certificate of Status & Certified Copy

F02-3289  
al



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

May 7, 2002

SUZANNE O'CONOR  
2390 ALUMNI DRIVE, U-3206  
STORRS, CT 06269

SUBJECT: THE UNIVERSITY OF CONNECTICUT FOUNDATION, INC.  
Ref. Number: W02000013088

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

02 JUN 06 AM 8:43

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We have received your document for THE UNIVERSITY OF CONNECTICUT FOUNDATION, INC. and your check(s) totaling \$87.50. However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$10,958.75.

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6020.

Tammi Cline  
Document Specialist

Letter Number: 102A00028614



*The University of Connecticut*  
**FOUNDATION**  
I N C O R P O R A T E D

June 19, 2002

Tammi Cline, Document Specialist  
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: The University of Connecticut Foundation, Inc.  
Reference No. W02000013088

02 JUN 26 AM 8:43  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dear Ms. Cline:

This correspondence is in response to your letter dated May 7, 2002 regarding the filing of an Application by Foreign Not For Profit Corporation for Authorization to Conduct its Affairs in Florida by The University of Connecticut Foundation, Inc. (the "Foundation") with the Florida Department of State. We respectfully submit that the facts of this matter and the applicable Florida statutes do not support imposition of these penalties. **As you requested, I have attached to this letter a current certificate of existence for the Foundation from the Connecticut Secretary of the State.**

In a recent review of the gift annuity statutes of several states, the Foundation sought in good faith to comply with the Florida gift annuity statute which provides for an issuer of a gift annuity to notify the Department of Insurance in writing by the date on which the issuer enters into the first gift annuity agreement. Fla. Stat. § 627.481. The plain language of the Florida gift annuity statute does not require an issuer to obtain a Certificate of Authority prior to issuing a gift annuity. Pursuant to the gift annuity statute, the Foundation filed an Initial Notification as a Qualifying Issuer of Donor Annuity Agreements with the Florida Department of Insurance. Upon request by the Office of the Treasurer of the State of Florida, and in connection with the Foundation's Initial Notification Form filing, the Foundation filed an Application by Foreign Not For Profit Corporation for Authorization to Conduct its Affairs in Florida and indicated that the Foundation had first entered into a gift annuity contract with a Florida resident in 1992. In 1992, the Foundation was not in the business of issuing gift annuities on a regular basis in the State of Florida evidenced by the fact that following the issuance of the single gift annuity in 1992, the Foundation issued only one additional gift annuity to residents of the State of Florida in each of 1995 and 1996. Each of these consisted of an isolated and limited transaction.

June 19, 2002  
Page 2, Ms. Cline

The Florida Statutes provide that a foreign corporation may not conduct its affairs in the State of Florida until it obtains a certificate of authority from the Department of State. Fla. Stat. § 617.1501(1). The Florida Statutes provide further, "(2) [t]he following activities, among others, do not constitute conducting affairs within the meaning of subsection (1):... (e) soliciting or obtaining orders, whether by mail or through employees, agents, or otherwise, if the orders require acceptance outside the state before they become contracts ... (i) conducting an isolated transaction that is completed within thirty (30) days and that is not one in the course of repeated transactions of a like nature." Fla. Stat. §§617.1501(2)(e), (i). "[T]he list of activities in subsection (2) is not exhaustive." Fla. Stat. § 617.1501(3).

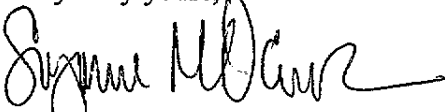
Accordingly, the Foundation has not conducted affairs within the State of Florida as contemplated by Fla. Stat. Section 617.1501. Over the course of ten years, the Foundation has entered into three isolated gift annuity contracts with Florida residents. Each gift annuity required acceptance in the State of Connecticut by the Foundation before they became valid contracts.

Pursuant to your letter, the State of Florida imposed a civil penalty on the Foundation of \$1,000.00 for each year the Foundation transacted business or conducted its affairs in Florida prior to qualification, the harshest penalty under the statute.

The Foundation should not be subject to any penalty under these circumstances for two reasons. First, the Foundation's activities in Florida have been so limited and so isolated such that they do not constitute "conducting affairs" for purposes of the statute cited above. Second, the Foundation has operated exclusively in an open and good faith manner. Even if one could argue that the Foundation was in technical noncompliance with the statute, any penalties should be waived under these circumstances.

If you have any questions, please do not hesitate to contact me. I look forward to hearing from you further.

Very truly yours,



Suzanne M. O'Connor  
Counsel

cc: Ms. Maribeth Amyot  
J.C. David Hadden, Esq.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

02 JUN 26 AM 8:48

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APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO  
CONDUCT ITS AFFAIRS IN FLORIDA

IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO  
REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN  
THE STATE OF FLORIDA:

1. The University of Connecticut Foundation, Inc.

(Name of corporation: must include the word "INCORPORATED" or "CORPORATION" or words or abbreviations of like import  
in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at  
present. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)

2. Connecticut

(State or country under the law of which it is incorporated)

3. 06-6070722

(FEI number, if applicable)

4. September 30, 1964

(Date of Incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. To the best of our knowledge December 1992

(Date corporation first conducted Affairs in Florida - See sections 617.1501, 617.1502, and 817.155, F.S.)

7. 2390 Alumni Drive, U-3206, Storrs, CT 06269

(Principal office address)

2390 Alumni Drive, U-3206, Storrs, CT 06269

(Current mailing address)

8. See attached

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Mary C. Buck

Office Address: 1895 Farm Trail

Sanibel Island

(City)

Florida

33957

(Zip Code)

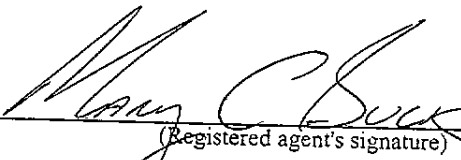
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TALLAHASSEE, FLORIDA

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10. Registered agent's acceptance:

*Having been named as registered agent and to accept service of process for the above stated corporation at the place  
designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity.  
I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my  
duties, and I am familiar with and accept the obligations of my position as registered agent.*

  
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to  
the Department of State, by the Secretary of State or other official having custody of corporate records in the  
jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached

Address:

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

B. OFFICERS

President: See attached

Address:

Vice President:

Address:

Secretary:

Address:

Treasurer:

Address:

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Maribeth Amyot  
(Signature of Chairman/Vice Chairman, or any officer listed in number 12 of the application)

14. Maribeth Amyot, Sr. Vice President  
(Typed or printed name and capacity of person signing application)

02 JUN 26 AM 8:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
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**THE UNIVERSITY OF CONNECTICUT FOUNDATION, INC.**

**APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION  
FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN FLORIDA**

**Answer to Question 8**

The nature of the activities to be conducted, or the purposes to be promoted or carried out by the Corporation, are as follows:

To operate exclusively for charitable and educational purposes, all for the public welfare, and to this end to promote, encourage and assist all forms of education and research at the University of Connecticut; to solicit donations of, accept and receive properties, moneys or securities by virtue of gift, grant, bequest, devise or otherwise, and to hold, control, administer, invest, reinvest, accumulate, and generally care for any and all funds and property, real and personal, which from time to time may be given, granted, bequeathed, devised or otherwise conveyed or made available to the Corporation either unconditionally, upon condition or in trust for specified purposes within the limitations of this certificate of incorporation; and to disburse such funds and property, or the income therefrom, in aiding, supplementing, improving and enlarging the educational, cultural, recreational and research facilities and activities of the University of Connecticut.

All of the assets and earnings shall be used exclusively for the objects and purposes aforesaid, including the payment of expenses incidental thereto. No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, nor shall the Corporation participate in any political campaign (including the publishing or distributing of statements) on behalf of any candidate for public office.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**THE UNIVERSITY OF CONNECTICUT FOUNDATION, INC.**

**APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION  
FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN FLORIDA**

**Answer to Question 12**

**Directors**

**Mr. Denis M. McCarthy (Chair)**

30 Whiting Road  
Wellesley, MA 02481-6737  
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**Ms. Anne Melissa Dowling**

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**Mr. Samuel D. Ewing, Jr.**

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**Ms. Cheryl W. Grisé**  
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**Mr. Timothy A. Holt**  
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**Dr. Mohamed E. Hussein**  
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**Mr. Michael Konover**  
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**Mr. Robert P. Madonna**

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**Mr. S. Kamal Mustafa**

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**Mr. Denis J. Nayden**

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**Mr. Ray Neag**

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**Mr. Lew Perkins**

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**Dr. John D. Petersen**

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**Mr. Timothy J. Riordan**

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**Ms. Jennifer C. Turner**

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TALLAHASSEE, FLORIDA

**Mr. Thomas J. Wolff**

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**Officers**

**Mr. Edward T. Allenby (President)**

164 Pine Hill Road  
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Phone: (860) 870-8917  
Office phone: (860) 486-2709

**Ms. Maribeth Amyot (Sr. Vice President)**

53 Seckar Road  
Ashford, CT 06278  
Phone: (860) 429-1467  
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**Mr. Daniel C. Leone (Secretary)**

11 Meadow Lane  
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**Mr. Richard J. Grossi (Treasurer)**

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**Mr. Nevin E. Kessler (Vice President for Development)**


67 Ridgefield Drive  
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Office phone: (860) 486-5000

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Office of the Secretary of the State of Connecticut

I, the Connecticut Secretary of the State,  
and keeper of the seal thereof, DO HEREBY CERTIFY, that

UNIVERSITY OF CONNECTICUT FOUNDATION, INCORPORATED, THE  
incorporated under the laws of Connecticut is in existence.

  
Secretary of the State

Date Issued: May 21, 2002