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☐	Change of Registered Agent
☐	Dissolution/Withdrawal
☐	Merger

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FIRST RESTATED ARTICLES OF INCORPORATION
OF
THE FLORIDA STATE UNIVERSITY FOUNDATION, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following amended and restated Articles of Incorporation of The Florida State University Foundation, Inc., a Florida not for profit corporation shall supersede all other articles when approved by the Secretary of State of Florida, in accordance with Chapter 617, Florida Statutes.

ARTICLE I.

NAME AND LOCATION

The name of the corporation shall be The Florida State University Foundation, Inc. The principal office shall be located at Tallahassee, Leon County, Florida.

ARTICLE II.

PURPOSES

The general nature of the purposes of the Foundation is to provide charitable and educational aid in the form of money, and other forms of property and services to Florida State University and persons, associations and corporations associated therewith;

to promote education and any proper activity of Florida State University; to encourage research and learning and the dissemination of information, relating thereto; to support public education in the several pursuits and professions of life at Florida State University. All references in these Articles to Florida State University shall be deemed to include any successor university at the same location, regardless of name.

ARTICLE III.

POWERS

Except as otherwise stated in these Articles, the corporation shall have all powers authorized by Florida law for a not for profit corporation.

The corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law or (b) a corporation, contributions to which are deductible under section 170 (c) of the Internal Revenue Code of 1986 or any other corresponding provision of any future United States internal revenue law.

ARTICLE IV.

CAPITAL STOCK

The Foundation shall have no capital stock, and no Trustee, Officer or employee shall have any right or title to any asset of the Foundation.

ARTICLE V.

TRUSTEES AND OFFICERS

Section 1. The affairs of the Foundation shall be managed by the Board of Trustees or by its Executive Committee as authorized by the Bylaws.

Section 2. The Board of Trustees shall consist of not less than three real persons who shall be appointed by the President of the Florida State University.

Other Trustees may be elected or appointed as prescribed in the Bylaws.

Section 3. The President of the Florida State University shall be at all times a member of the Board of Trustees, with other ex officio trustees as may be designated in the Bylaws.

Section 4. The Foundation shall have the following officers who shall be selected by the Board of Trustees. The Chairman, Vice Chairman, Secretary and Treasurer must be elected from membership of the Board of Trustees.

1. - Chairman
2. Vice Chairman
3. President
4. Secretary
5. Treasurer
6. Assistant Treasurer

The Board of Trustees may create additional offices and prescribe the duties thereof, and elect persons to fill such offices. The duties and responsibilities of said officers shall be published in the Bylaws.

ARTICLE VI.

BYLAWS

The Bylaws of this Foundation shall be made, altered, or rescinded by the Board of Trustees. The Bylaws shall operate to carry out

the purposes of the Foundation and to facilitate the operational procedures thereof. A vote of the majority of the members of the Board of Trustees shall be required to effect any alteration, change or amendment.

ARTICLE VII.

INDEBTEDNESS

The highest amount of indebtedness or liability to which the Foundation may at any time subject itself shall be at no time in excess of the total assets held by the Foundation.

ARTICLE VIII.

AUTHORITY TO BIND THE FOUNDATION

The Chairman, President and other officers of the Foundation shall be empowered to act for the Foundation upon the authorization of the Board of Trustees as stated in the Bylaws .

ARTICLE IX.

TERM OF EXISTENCE

The Foundation shall have perpetual existence.

ARTICLE X.

DISSOLUTION

Upon the dissolution of the Foundation, all its assets remaining after payment of all costs and expenses of such dissolution shall be distributed as directed by the Board of Regents of the State of Florida for the exclusive use and benefit of the Florida State University or any successor thereto, or in the event the Florida State University or any successor thereto ceases to exist prior to or at the time of dissolution, the assets shall be distributed as directed by the Board of Regents of the State of Florida for the exclusive use and benefit of higher public education in the State of Florida. All such distributions shall be to an organization which, at such time, is or are qualified as an exempt organization under Section 501(c)(3) and are described in Section 170(c), 170(b)(1)(A), 2055(a) and 2522(a) of the Internal Revenue Code. Upon the dissolution of the Foundation, none of these assets shall be distributed to any trustee or officer of the Foundation.

ARTICLE XI.

AMENDMENT

The Articles of Incorporation may be amended by a majority vote of the Board of Trustees. Such action shall be effective upon filing same with the Secretary of State of the State of Florida or as is otherwise provided by law.

CERTIFICATE

These amended and restated Articles of Incorporation were adopted pursuant to Sections 617.1002 and 617.1007, Florida Statutes, and the Articles of Incorporation of the Corporation. There are no members entitled to vote on amendments to the Articles of Incorporation. The Board of Trustees adopted, authorized and consented to the filing of these amended and restated Articles of Incorporation on October 2, 1999.

THE FLORIDA STATE UNIVERSITY
FOUNDATION, INC.

By:


J. Jeffrey Robison
Its President

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