

700348

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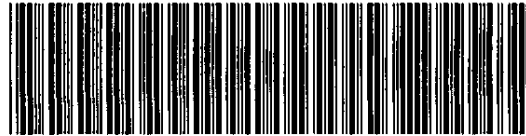
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Amended
Restated
@ 9/21/10

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: The Florida State University Foundation, Inc.

DOCUMENT NUMBER: 700348

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Lori M. Chorey
(Name of Contact Person)

The Florida State University Foundation, Inc.
(Firm/ Company)

2010 Levy Ave., Bldg. B, Suite 300, PO Box 3062739
(Address)

Tallahassee, FL 32306-2739
(City/ State and Zip Code)

lchorey@foundation.fsu.edu
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Kim Sarmiento at (850) 644-2999
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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

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 the 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 in 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 The Florida State University and persons, associations and corporations associated therewith; to promote education and any proper activity of The Florida State University; to encourage research and learning and the dissemination of information, relating thereto; to support the public education in the several pursuits and professions of life at The Florida State University. All references in these Articles to The 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

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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 by 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
INDEBTNESS

The highest amount of indebtedness or liability to which the Foundation may at any time subject itself shall be at no time in the 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 Florida Board of Governors or its successors 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 Florida Board of Governors or its successors 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 will 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 May 21, 2010.

**THE FLORIDA STATE UNIVERSITY
FOUNDATION, INC.**

A handwritten signature in black ink, appearing to read "Steve Evans", is written over a horizontal line.

Steve Evans
Interim President

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added (Cont'd):

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
C	Ashbel Williams	1337 Preakness Point Tallahassee, FL 32308	✓ Add
CE	Gordon Holder	3403 Silver Maple Pl Falls Church, VA 22042	✓ Add

**Articles of Amendment
to
Articles of Incorporation
of**

The Florida State University Foundation, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

700348

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this **Florida Not For Profit Corporation** adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

*The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or " Inc." **"Company" or "Co." may not be used in the name.***

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

New Registered Office Address:

_____ (Florida street address)

_____, Florida _____
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

(Attach additional sheets, if necessary)

Page 2 of 3

The date of each amendment(s) adoption: MAY 21, 2010
(date of adoption is required)

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

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

Dated 9-9-10

Signature 

(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Steve Evans

(Typed or printed name of person signing)

Interim President

(Title of person signing)