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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

July 24, 2014

BRUCE M. DETERDING  
THE FLORIDA STATE UNIVERSITY FOUNDATION  
P.O. BOX 3062739  
TALLAHASSEE, FL 32306-2739

SUBJECT: THE FLORIDA STATE UNIVERSITY FOUNDATION, INC.  
Ref. Number: 700348

We have received your document for THE FLORIDA STATE UNIVERSITY FOUNDATION, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

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) 245-6050.

Tina D Carter  
Regulatory Specialist

Letter Number: 614A00015904

COVER LETTER

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: The Florida State University Foundation

DOCUMENT NUMBER: 700348

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

Please return all correspondence concerning this matter to the following:

Bruce M. Deterding

(Name of Contact Person)

The Florida State University Foundation

(Firm/ Company)

P.O. Box 3062739

(Address)

Tallahassee, FL 32306-2739

(City/ State and Zip Code)

bdeterding@foundation.fsu.edu

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Bruce M. Deterding

(Name of Contact Person)

at ( 850 ) 644-4931

(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

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

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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 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 thirty-six real persons who shall be elected by the Board of Trustees.

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 elected by the Board of Trustees. The Chairman, Chairman Elect, Secretary and Treasurer must be elected from membership of the Board of Trustees.

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

The Foundation President and Chief Executive Officer shall serve as an officer of the Board of Trustees. The Foundation's Executive Vice President, appointed by the Foundation President, shall serve as an officer of the Board of Trustees. 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 Foundation Board of Trustees or its successors for the exclusive use and benefit of Florida State University or any successor thereto, or in the event 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 16, 2014.

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

A handwritten signature in black ink, appearing to read 'Thomas W Jennings Jr.', written over a horizontal line.

Thomas W Jennings Jr., Ph.D.  
President