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(City/State/Zip/Phone #)

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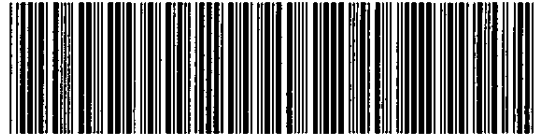
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amend &  
Restated  
Articles  
[Signature]

3-27-09



Office of the Vice President and General Counsel

123 Tigert Hall  
PO Box 113125  
Gainesville, FL 32611-3125  
352-392-1358  
352-392-4387 Fax

Florida Department of the State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Florida 4-H Club Foundation, Inc.

Dear Sir/Madam:

Enclosed please find Amended and Restated Articles of Incorporation for the above-referenced corporation. A check for \$35.00 for the filing fee is also included.

Sincerely,

A handwritten signature in black ink, appearing to read "Michael W. Ford".

Michael W. Ford  
Senior University Counsel

TO: Department of State  
Tallahassee, Florida 32304

The undersigned, as the President and the Secretary of the Florida 4-H Club Foundation, Inc. ("Corporation"), a not-for-profit Corporation organized for educational and charitable purposes under the provisions of Chapter 617, Florida Statutes, do hereby certify:

That the original name of the Corporation was Florida 4-H Club Foundation, Inc. and that the original Articles of Incorporation for the Corporation were filed with the Florida Secretary of State on January 30, 1963; and

That Amended and Restated Articles of Incorporation were filed with the Florida Secretary of State on June 6, 2001; and

That on December 15<sup>th</sup>, 2008 the Board of Directors of the Corporation voted to amend and restate in their entirety the current Amended and Restated Articles of Incorporation of the Corporation by majority vote of its members as provided for in the current Amended and Restated Articles of Incorporation of the Corporation and that members of the Corporation are not entitled to vote on amendments to the Articles of Incorporation; and

That any amendments included in this Restatement have been adopted pursuant to Section 617.1007 (4), Florida Statutes, and there are no discrepancies between the Corporation's Articles of Incorporation as previously amended and the provision of these restated Articles of Incorporation other than inclusion of the Amendments and other matters of historical interest.

NOW, THEREFORE, based on the foregoing, it is resolved that the Articles of Incorporation are hereby amended and restated in their entirety as follows:

**THIRD AMENDED AND RESTATED ARTICLES OF INCORPORATION  
FLORIDA 4-H CLUB FOUNDATION, INC.**

**ARTICLE I - NAME**

The name of this Corporation is: FLORIDA 4-H CLUB FOUNDATION, INC., hereinafter referred to as the "Corporation".

**ARTICLE II - ADDRESS AND REGISTERED AGENT**

The address of the registered office of this Corporation is 3103 McCarty Hall, University of Florida, P.O. Box 110225, Gainesville, Florida 32611-0225, County of Alachua, State of Florida and the name of the registered agent of the Corporation at this address is Marilyn N. Norman.

**ARTICLE III - DURATION AND DISSOLUTION**

The Corporation shall exist perpetually, unless dissolved by law or by written consent of a majority of the members of the Board of Directors of the Corporation (the "Board").

**ARTICLE IV - PURPOSE**

The Corporation is formed for and shall operate exclusively to support the teaching, research and service mission of the University of Florida which shall include, but not be limited to the following purposes:

1. To receive, hold, invest and administer property and to make expenditures for the benefit of the University of Florida and its 4-H program.
2. To promote the educational objectives of the Florida Cooperative Extension Service, University of Florida;
3. To foster mental, physical, social, and all other aspects of 4-H youth development;
4. To support extension programs in the interest of 4-H youth as the Board may deem appropriate;
5. To do all and everything necessary and proper for the accomplishment of the objectives enumerated in these Articles of Incorporation ("Articles") or necessary or incidental to the benefit and protection of the Corporation, and to carry on any lawful business necessary or incidental to the attainment of the objectives of the Corporation as provided by law.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLE V - POWERS

Subject to the limitations contained in Article VI, the Corporation shall have the following powers:

1. To borrow money without limitation as to amount of corporate indebtedness or liability; and to give a lien on any of its property as security therefore, in any manner permitted by law.
2. To buy, lease, hold, and exercise all privileges of ownership over such real or personal property as may be necessary or convenient for the conduct and operation of the business of the Corporation, or incidental thereto.
3. To draw, make, accept, endorse, guarantee, execute and issue promissory notes, bills of exchange, drafts, warrants, certificates and all kinds of obligations and negotiable or transferable instruments for any purpose that is deemed to further the objectives for which this Corporation is formed and to give a lien on any of its property as security therefore.
4. To cooperate with other similar corporations and governmental agencies for any of the purposes for which this Corporation is formed, and/or to become a member or stockholder of such corporations as now or hereafter maybe in existence.
5. To have and exercise, in addition to the foregoing, all powers, privileges and rights conferred on not-for-profit corporations by the laws of this state and all powers and rights incidental or conducive to carrying out the purposes for which this Corporation is formed and to do any such thing anywhere; and the enumeration of the foregoing powers shall not be held to limit or restrict in any manner the general powers which may by law be possessed by this Corporation, all of which are hereby expressly claimed, except as provided in Article VI.

## ARTICLE VI - LIMITATIONS ON POWERS

All assets and earnings of the Corporation shall be used exclusively for the exempt purposes set forth herein, including the payment of expenses incidental thereto. No part of the net earnings shall inure to the benefit of any individual, and no part of its activities shall be for the carrying on of a program of propaganda or otherwise attempting to influence legislation or participate in any political campaign on behalf of any candidate for public office.

The Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue laws) or an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue laws). The Corporation shall have no capital stock, pay no dividends, distribute no part of its income to its members, directors, or officers and the private property of the subscribers, members, directors, and officers shall not be liable for the debts of the Corporation.

## ARTICLE VII – MEMBERSHIP

There shall be two classes of members of the Corporation:

1. Honorary Members - Honorary Members shall be determined from time to time by the Board. They shall be recognized leaders in their field of endeavor and in the community in which they live. Honorary Members shall be selected from diversified occupations and geographic locations so that this membership will represent a broad cross-section of leaders in the area in which the Corporation operates. No dues shall be charged to Honorary Members. They shall not have the right to vote at any meeting of the Corporation. However, they shall have the right to take part in discussions at such meetings.
2. General Members - There shall be no less than fifteen (15) and no more than thirty (30) General Members, who shall also constitute the Board of Directors of the Corporation. General Members shall maintain their status only so long as they serve on the Board. They shall be persons with a paramount interest in and dedicated to the objectives of the Corporation and shall be selected from diversified occupations and geographical locations in which the Corporation operates. General Members shall have full voting rights at all meetings of the Corporation but shall not be required to pay dues.

## ARTICLE VIII - BOARD OF DIRECTORS

The lawful authority and power of the Corporation shall be exercised by, and its business shall be conducted and carried on by or authorized to be conducted and carried on by the Board, which shall consist of not less than fifteen (15) and not more than thirty (30) General Members of the Corporation. Seven (7) General Members shall have permanent appointments to the Board as set forth in the Corporation's Bylaws. The remaining General Members shall be elected by the Board.

The qualifications, manner and time of selection, duties and responsibilities of the Board shall be published in the Bylaws. Non-appointed members of the Board shall be elected to three (3) year terms. No members shall serve on the Board for more than two (2) consecutive terms, except that the President of the Corporation shall serve as a full voting member of the Board for one year following the conclusion of his/her term as President.

## ARTICLE IX - OFFICERS AND EXECUTIVE COMMITTEE

1. Officers - The Corporation shall have the following officers: President, President-Elect, Vice President, Treasurer, Parliamentarian, Secretary, Coordinator of 4-H Resources and Alumni Affairs, and Comptroller.

The President, President-Elect, Vice President, and Treasurer must be members of the Board. The qualifications, manner and time of selection, duties, and responsibilities of said officers shall be published in the Bylaws. The Board may elect other officers as deemed necessary.

2. Executive Committee - Except as otherwise provided in these Articles, the affairs of the Corporation are to be managed by the Board who may appoint an Executive Committee consisting of nine (9) members, including the five (5) elected officers of the Corporation (President, President-Elect, Vice-President, Treasurer, and Parliamentarian), the Corporation's Secretary, the immediate Past-President of the Corporation, a designee of the University of Florida Board of Trustees, and the University President or the University President's designee. The Board may elect other Executive Committee members as deemed necessary. Items of major importance are expected to be approved by the Board, with the Executive Committee implementing Board decisions as appropriate.

#### ARTICLE X • CURRENT OFFICERS AND DIRECTORS

The names and addresses of the current members of the Board and of the officers who manage the affairs of the Corporation until the next election or appointment under these Articles are on file with the University of Florida 4-H Foundation Office located at the University of Florida/IFAS 4-H Youth Development Program, 3 103 McCarty Hall, Box 110225, Gainesville, FL 32611-0225.

#### ARTICLE XI - BYLAWS

The Board may provide such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Upon proper notice, the Bylaws maybe amended, altered or rescinded by a majority of the Board at any regular meeting or any special meeting called for that purpose. Any such amendments are subject to review and approval by the University of Florida Board of Trustees.

#### ARTICLE XII - AMENDMENTS TO THE ARTICLES OF INCORPORATION

These Articles maybe amended by majority vote of the Board at any regular meeting or at any special meeting called for that purpose. Before such amendment made at a regular or special meeting can be submitted to the Florida Secretary of State for filing, the University President must review and approve such amendments.

#### ARTICLE XIII -MEETINGS

The annual meeting for the election of members of the Board and other business of the Corporation shall be held as may be provided in the Bylaws.

The Corporation may provide in its Bylaws for the holding of additional regular and special meetings and the appropriate notice for such meetings.

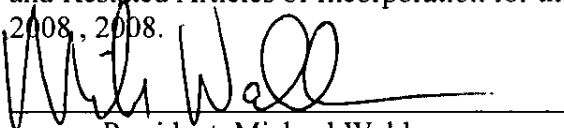
ARTICLE XIV - DISTRIBUTION OF ASSETS UPON DISSOLUTION

In the event of dissolution of the Corporation, all of its assets remaining after payment of all costs and expenses of such dissolution shall be conveyed to the University of Florida Foundation, Inc., a Florida not-for-profit corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code, or its successors, for distribution to the Florida Cooperative Extension Service, Institute of Food and Agricultural Sciences, University of Florida. None of the assets will be distributed to any member, officer or trustee of this Corporation.

ARTICLE XV - USE OF UNIVERSITY OF FLORIDA NAME AND RESOURCES

The University President shall monitor and control the use of the University of Florida resources used by the Corporation, as well as the name of the University or any of its units. Any person employed by the Corporation shall not be considered to be an employee The University of Florida Board of trustees or of the State of Florida by solely by virtue of such employment.

IN WITNESS WHEREOF, the undersigned have made and subscribed to these Amended and Restated Articles of Incorporation for the purposes therein set forth, all as of December 15<sup>th</sup>, 2008, 2008.

  
President Michael Waldren

  
Secretary Marilyn N. Norman

STATE OF FLORIDA  
COUNTY OF Highlands

Sworn to and subscribed by Mike Waldron, as President of the Corporation and who personally appeared before me this 19 day of Dec, 2008 and who acknowledged before me that he is a party to the above and foregoing Third Amended and Restated Articles of Incorporation, and further acknowledges that these Second Amended and Restated Articles of Incorporation to be his act and deed as a signer thereof, and that the facts therein contained are true.

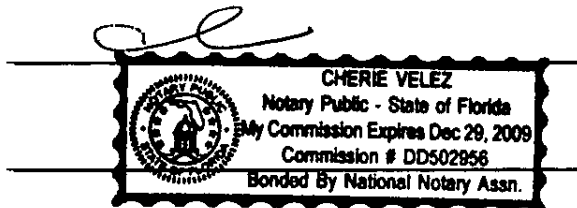
Personally known ☒ /Produced \_\_\_\_\_ as Identification.

Notary Public

(Printed/Typed Name of Notary Public)

Commission Number \_\_\_\_\_

My Commission Expires \_\_\_\_\_





#### RESIDENT AGENT'S ACCEPTANCE

Having been named to accept service of process for Florida 4-H Club Foundation, Inc., at the place designated in the foregoing Amended and Restated Articles of Incorporation, I hereby agree to act in such capacity and agree to comply with the provision of the applicable law relative to keeping open an office for such purpose.

/s/ Marilyn N. Norman  
Resident Agent

Marilyn N. Norman, Secretary  
Florida 4-H Foundation, Inc.  
3103 McCarty Hall B  
Gainesville, FL 32611  
(352) 846-0996