

705925

Amendment

400002566384--6

Filed 7-19-63

12 pgs.

ATTORNEYS AND COUNSELLORS AT LAW
MEADOW BUILDING
SUITE NUMBER 4
ORLANDO, FLORIDA 1

AUDSON & WILLIAMS
ROBERT S. CHAPMAN

July 12, 1963

RECEIVED
JUN 19 5 56 PM '63
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6/15
Charter name 29 Apr 1945
To University of Orlando

Honorable Tom Adams
Secretary of State
Capitol
Tallahassee, Florida

EX 15 1000? 20000 *****76.00

Re: Charter and Amendments, University of Orlando,
A Non-Profit Corporation

Dear Mr. Adams:

Orlando Junior College was created as a non-profit corporation of the state of Florida, having its original charter issued June 21, 1941 and amendment approved by the circuit judge July 21, 1945, and a further amendment, which, among other things, changed its name to University of Orlando approved by the circuit judge of the ninth judicial circuit on April 29, 1958. It is proposed to now further amend the charter. Proper proceedings have been taken by the University of Orlando in accordance with its bylaws, and petition for the further amendment will be presented to the circuit court in the near future.

This corporation was incorporated prior to the enactment of Chapter 427, Acts of Florida, 1959, and has not reincorporated under the 1959 act. Accordingly, as the first step in effectuating the latest amendment (soon to be presented to the circuit court as aforesaid), we send you herewith certified copies of the charter and all amendments heretofore made as follows:

- (a) The original charter approved by a Judge of the ninth judicial circuit June 21, 1941, recorded in Incorporation Book 8, page 66, all records reference herein being to the public records of Orange County, Florida.
- (b) Amendment to said charter approved by Judge of said circuit court on July 21, 1945 and recorded in Incorporation Book 8, page 453, said

JUL 11

63.

on behalf of any candidate for public office; nor shall activities

RECEIVED
JUN 19 1963
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Honorable Tom Adams
July 12, 1963

Page 2

public records.

(c) Further amendment to said charter approved by the judge of said circuit court April 29, 1958 and recorded in O. R. 369, page 181, said public records.

(d) We also enclose affidavit executed by Morris S. Hale, Jr., as president of the University of Orlando, stating the above mentioned documents constitute copies of the charter of University of Orlando and all amendments thereto.

(e) We also enclose our check payable to your order in the sum of \$28.00, which we understand is your fee for filing these instruments in your office.

These instruments are sent to you in compliance with that part of section 617.02, Florida Statutes, which reads as follows:

"The secretary of state shall not approve or file any amendment to the charter of a corporation heretofore incorporated hereunder which has not re-incorporated pursuant to section 617.012, unless such corporation has previously filed certified copies of its charter and all amendments thereto with the secretary of state together with an affidavit executed by its president stating that such documents constitute copies of the charter of the corporation and all amendments thereto."

It is our purpose hereafter to obtain the approval of the circuit judge to the latest amendment to the charter adopted by the University of Orlando, record it in the circuit court here, and thereafter send certified copy to you for your approval, together with your fee in that connection.

When all of this has been done we shall desire you to send us certified copies of the original charter, the amendment of July 21, 1945, the

JUTH

63.

On behalf of any candidate for public office; nor shall it engage

Honorable Tom Adams
July 12, 1963

Page 3

amendment of April 29, 1958, and also the new amendment which is yet to be sent to you. We understand that your fee for said certified copies will be \$3.00 each, or an aggregate of \$12.00 for certified copy of the charter and the three amendments. If we are incorrect in this, please advise us.

Very truly yours,

Addison L. Williams

Addison L. Williams

kr

Enc.

WILLIAMS AND CHAPMAN
ATTORNEYS AND COUNSELORS AT LAW

ORLANDO, FLORIDA

July 16, 1963

ABBIGAIL L. WILLIAMS
ROBERT S. CHAPMAN

CALL 4-6001
FAX 4-6002

10
9
1
20⁰⁰

JUN 19 1 56 PM '63
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

Honorable Tom Adams
Secretary of State
Capitol
Tallahassee, Florida

Revised 5:00

Attention: MRS. NORMAN

Re: Amendment to Charter
University of Orlando
A Non-Profit Corporation of Florida

Dear Mrs. Norman:

Referring further to our letter of July 12, 1963, we enclose amendment to the charter of University of Orlando adopted by the Board of Trustees on June 11, 1963. This amendment is contained in the certificate of adoption, which has been signed by the trustees. Attached thereto is affidavit of Hershell G. Stuart, secretary, to the effect that the amendment has been adopted in accordance with the corporation's bylaws. This is sent for approval of the secretary of state so that it shall become a legally adopted and permanent amendment to the charter of said university.

Upon approval of the secretary of state, we would like this amendment to be filed in your office in accordance with the provisions of law and we would like you thereafter to send to us three certified copies of this last amendment adopted June 11, 1963. For this purpose we are enclosing two additional photographic copies of the certificate of adoption and affidavit of the secretary.

The principal purpose of adopting these amendments, and especially by adding Articles X and XI, is to comply with requirements of the Internal Revenue Code of the federal government so as to obtain a tax exemption number.

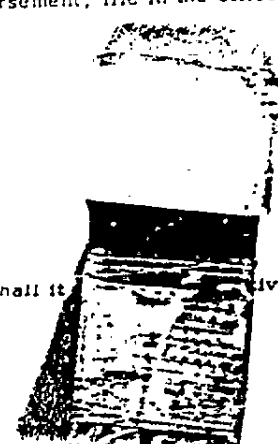
We are wondering, however, if in the case of our particular university the correct procedure is to present the amendments to a judge of the circuit court of Orange County, Florida, obtain his endorsement, file in the office of

70

30th

63.

on behalf of any candidate for public office; nor shall it [illegible] activities



Honorable Tom Adams
July 16, 1963

Page 2

the clerk of the circuit court here, and then send certified copies of these instruments for the approval of the secretary of state- rather than simply send the proposed amendments direct to you for the approval of the secretary of state as we are now doing, and as suggested over the telephone.

The reason we wonder whether or not the circuit court proceeding should be followed is because section 617.02, Florida Statutes, provides in its second sentence:

"Any corporation heretofore incorporated hereunder which has not re-incorporated under section 617.012, may amend its charter by resolution as provided in the bylaws."

The bylaws of the University of Orlando provide that its charter may be amended as follows:

"This corporation may amend its charter or certificate of incorporation in any respect; provided that only such provisions shall be inserted by amendment as it would be lawful and proper to insert in any original charter or certificate of incorporation. Every such amendment shall be made and effected by the adoption of a resolution setting forth the amendments proposed and declaring the advisability of amending the charter in such respects, which resolution shall be affirmatively voted for by a majority of the trustees at any meeting of the trustees, regular or special. A certificate of adoption of said resolution shall thereafter be signed by at least five members of the Board of Trustees, including the president of the corporation and the chairman of the Board of Trustees, and shall be presented to the judge of the circuit court having jurisdiction of the matter, with a petition requesting the approval of such circuit judge."

The resolution adopting the amendments, following the bylaws, provided that they should be presented to a judge of the circuit court here requesting his approval and that thereafter there be filed with the secretary of state certified copies thereof.

In view of this situation, if you agree with us, will you return the enclosed certificate of adoption of amendments so that they may be presented to the circuit judge and proceed accordingly.

30th

63.

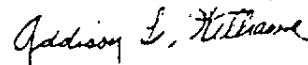
ON SENATE CLERK'S OFFICE FOR PUBLIC OFFICE, NOT SHOWN IN ORIGINAL

If the secretary of state disagrees with our interpretation and is of the opinion that he can and will approve the amendments without the intervening action of the circuit judge, then you may file the enclosed Certificate of Adoption of Amendments to Charter of University of Orlando in your office.

Our conversation relative hereto on the telephone indicated that the check we sent to you July 12, 1963 is more than sufficient to cover all filing costs and cost of said certified copies.

I also want to thank you personally for your very kind and courteous telephone call to me yesterday with reference to this matter.

Very truly yours,



Addison L. Williams

kr

Enc.

30th

63.

EXHIBIT "A"

**CERTIFICATE OF ADOPTION OF AMENDMENTS
TO
CHARTER OF UNIVERSITY OF ORLANDO**

RECEIVED
JUN 11 1 56 PM '63
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, being members of the Board of Trustees of the University of Orlando, do hereby certify that a special meeting of the Board of Trustees was held on the campus of the University of Orlando June 11, 1963 in compliance with the charter and bylaws of the corporation; that there were more than a quorum of trustees present at said meeting, and that the following resolution was offered to the Board of Trustees for its action, and was affirmatively voted for by all of the trustees at the meeting, who constituted a majority of the members of the Board of Trustees.

RESOLVED that Article I of the charter of the University of Orlando be and the same is hereby amended so as to read as follows:

ARTICLE I

The name of this corporation shall be University of Orlando. It shall be a non-profit corporation under the laws of the state of Florida, and particularly under the provisions of chapter 617, Florida Statutes, prior to 1959. It shall be located at Orlando, Orange County, Florida, but may have colleges, divisions, branches and departments in other cities and counties in Florida.

FURTHER RESOLVED that the charter of the University of Orlando be and it is hereby amended by adding as Article X the following:

ARTICLE X

In all events and under all circumstances, and notwithstanding merger, consolidation, reorganization, termination, dissolution or winding up of this corporation, voluntarily or involuntarily, or by operation of law, the following provisions shall apply:

(A) This corporation shall not have or exercise any power or authority either expressly, by interpretation or by operation of law, nor shall it directly or indirectly engage in any activity that would prevent this corporation from qualifying, and continuing to qualify, as a corporation described in section 501 (c) (3) of the Internal Revenue Code, contributions to which are deductible for federal income tax purposes.

(B) No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting, to influence legislation; nor shall it in any manner or to any extent participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office; nor shall it engage in any activities



131
that are unlawful under the laws of the United States of America, or the state of Florida, or any other jurisdiction where such activities are carried on, nor shall it engage in any transaction defined at the time as "prohibitive" under section 503 of the Internal Revenue Code.

(C) This corporation shall never be operated for the primary purpose of carrying on a trade or business for profit. Neither the whole, nor any part or portion, of the assets or net earnings of this corporation shall be used, nor shall this corporation ever be organized or operated, for purposes that are not exclusively religious, charitable, scientific, literary or educational within the meaning of section 501 (c) (3) of the Internal Revenue Code.

(D) No compensation or payment shall ever be paid or made to any member, officer, director, trustee, creator or organizer of this corporation, or substantial contributor to it, except as a reasonable allowance for actual expenditures and for services actually made or rendered to or for this corporation; and neither the whole, nor any part or portion, of the net earnings, current or accumulated, of this corporation shall ever be distributed to or divided among any such person; provided further that neither the whole, nor any part or portion, of such assets or net earnings shall ever be used for, accrue to, or inure to the benefit of any member or private individual within the meaning of section 501 (c) (3) of the Internal Revenue Code; provided that any references herein to any provision of the Internal Revenue Code of 1954, which is the Code hereinbefore referred to, shall be deemed to mean such provision as now or hereafter existing, amended, supplemented, or superseded, as the case may be.

FURTHER RESOLVED, that the charter of the University of Orlando be and it is hereby amended by adding as Article XI the following:

ARTICLE XI

This corporation may be dissolved by presenting a petition therefor to the circuit court of the county in which the principal office of the corporation is located. The circuit judge shall direct notice thereof to be published for such time as he may deem to be expedient and after the expiration of such time he may decree a dissolution and make all necessary orders and decrees for the winding up of the affairs of this corporation, taking care that the claims of creditors may be satisfied, as far as may be, out of the assets of the corporation, and in accordance with the provisions of the law of the state of Florida. In the event of termination, dissolution, or winding up of this corporation in any manner or for any reason whatsoever, its assets, if any, after paying or making provision for the payment of the liabilities of the corporation, shall be disposed of to such organization, or organizations, organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization under section 501 (c) (3) of the Internal Revenue Code of 1954, or the corresponding provision of any future Internal Revenue Code law, as shall be determined by said circuit court. Upon filing a certified copy of the decree of dissolution in the office of the secretary of state, and the recording of the decree of dissolution in the office of the clerk of circuit court of Orange County, Florida, and the payment of all filing fees, this corporation shall be dissolved.

FURTHER RESOLVED, that the Board of Trustees of the University of Orlando hereby declares the advisability of amending the charter of the corporation by amending Article 1 thereof as hereinbefore set forth and by adding thereto Article X and Article XI as hereinbefore set forth; and that a Certificate of Adoption of this resolution setting forth the resolution shall be signed by at least five members of the Board of Trustees, including the chairman of the Board of Trustees and by the president of the corporation, and be presented to one of the judges of the circuit court of the ninth judicial circuit of Florida in and for Orange County, with a petition requesting the approval of such circuit judge of such amendments to the charter; that there be filed with the secretary of state of the state of Florida certified copies of the charter of University of Orlando and all amendments thereto, together with affidavit executed by the president of the corporation stating that such documents constitute the charter of the corporation and all amendments thereto, and that there be also filed with the secretary of state the above amendments to Article 1 and Articles X and XI of said charter, and that all filing fees in connection therewith be paid to the secretary of state; and

FURTHER RESOLVED THAT the proper officers of this corporation be and they are hereby authorized to do any other and further acts and pay any other and further fees requisite under the laws of the state of Florida to amend charter of University of Orlando as hereabove set forth.

Morris L. Hale Jr.

 As President of University of Orlando

William S. Williams

 As Chairman of the Board of Trustees

Richard L. Stuart

W. M. Ford

Charles E. ...

Charles W. ...

...

Lewis ...

Yagel ...

...

...

...

...

...



UNIVERSITY OF ORLANDO
COUNTY OF ORANGE)

Before me, the undersigned Notary Public in and for the state of Florida at large, on this day personally appeared HERSHELL G. STUART, known to be a person worthy of credit, who, being first duly sworn according to law, deposes and says:

That he is secretary of University of Orlando, the non-profit corporation named and described in the foregoing petition, that he has custody and possession of the minutes of such corporation, that MORRIS S. HALE, JR. is the president and ADDISON L. WILLIAMS is the chairman of the Board of Trustees, that the Certificate of Adoption designated as Exhibit "A" to the foregoing petition, contains a true and correct copy of a resolution including proposed amendment to the charter of said corporation by which Article I is amended and Articles X and XI are added, which were duly offered and adopted by unanimous vote of all trustees of the corporation present at a special meeting held June 11, 1963, which was duly and regularly called in accordance with the bylaws of the corporation, at which meeting more than a quorum were present at the time the resolution was adopted, and that the resolution was adopted by the affirmative vote of more than a majority of trustees of the corporation; and that said resolution was adopted in the manner and approved by the vote required by the charter and bylaws of the corporation and in fulfillment of the requirements of the laws of Florida and the charter and bylaws of said corporation for the meeting of a non-profit corporation of Florida.

Hershell G. Stuart
Hershell G. Stuart

Sworn to and subscribed before me this 11th day of JUNE, 1963.

Alvin N. Johnston
Notary Public, State of Florida at Large
My Commission Expires:

(NOTARIAL SEAL) Notary Public, State of Florida at Large
My Commission Expires July 9, 1963



Certificate of Amendment to Certificate of Incorporation of
ORLANDO JUNIOR COLLEGE, a corporation not for profit, organized
and existing under the Laws of the State of Florida, - the
original charter having been filed in the Circuit Court of
Orange County, Florida on the 19th day of August, A. D., 1941,
and by amendment filed in the same Court on the 29th day of
April, A. D., 1958 the corporate name was changed to

UNIVERSITY OF ORLANDO

according to documents filed in this office, - amending
ARTICLES I, X and XI, filed with and approved by the Secretary
of State on the 19th day of July, A. D., 1963 under authority
of Chapter 617, Florida Statutes 1961, as shown by the records
of this office.

30th

63.

(B) No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting, to influence legislation; nor shall it in any manner or to any extent participate in political campaigns (including the publishing or distribution of statements), and no part of its activities shall be in aid of any political party, candidate, or individual, on behalf of any candidate for public office; nor shall it

EXHIBIT "A"