

708563

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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PICK-UP

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MAIL

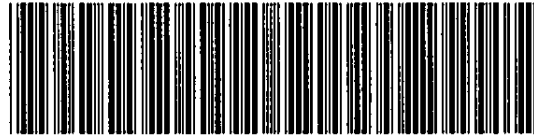
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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08 OCT -2 PM 4:07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

2008 OCT -2 AM 9:53

NOT INTENDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

*00789, 00721, 01048, 00615, 00672

Sachs, Sax, Caplan Law Firm

Requester's Name

310 W. College Ave., Third Floor

Address

Tallahassee FL 32301

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS

- ☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 2, 2008

Sachs, Sax, Caplan Law Firm
310 W. College Ave
Third Floor
Tallahassee, FL 32301

SUBJECT: INDEPENDENT COLLEGES AND UNIVERSITIES OF FLORIDA,
INC.

Ref. Number: 708563

We have received your document for INDEPENDENT COLLEGES AND UNIVERSITIES OF FLORIDA, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey
Regulatory Specialist II

Letter Number: 608A00052346

**FOURTH RESTATED AND AMENDED
ARTICLES OF INCORPORATION
OF
INDEPENDENT COLLEGES AND
UNIVERSITIES OF FLORIDA, INC.**

FILED
08 OCT -2 PM 4:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, do hereby associate ourselves together for the purpose of forming and becoming members of a Corporation, named Independent Colleges and Universities of Florida, Inc., not for profit, under the laws of the state of Florida. For such purposes, our Articles of Incorporation were/are properly filed with the state of Florida, Department of State, on March 2, 1965. We now hereby make, adopt and execute this Fourth Restated and Amended Articles of Incorporation to be filed in accordance with the provisions relating to the filing of amendments to articles of incorporation, to supersede the original Articles of Incorporation and any amendments thereto; and therefore to be the Articles of Incorporation of the Corporation.

Independent Colleges and Universities of Florida, Inc., under its corporate seal and the hands of its Chairman and its Secretary, hereby certifies that the Board of Directors of this Corporation has duly adopted and ratified that the Articles of Incorporation be amended and restated to be read as follows:

ARTICLE I

NAME AND DOMICILE

The Organization shall be known as Independent Colleges and Universities of Florida, Inc., a Florida Corporation not for profit. The address of the principal place of business of this Corporation is 542 East Park Avenue, Tallahassee, Florida, 32301.

ARTICLE II

TERM OF EXISTENCE

The existence of the Corporation shall be perpetual unless or until the Corporation may be dissolved according to law.

ARTICLE III

POWERS

This Corporation shall have all statutory powers granted to non-profit corporations by the state of Florida, including but not limited to, the power to contract, sue and be sued, to purchase and hold personal property and to perform all other lawful acts necessary for the accomplishment of the objects set forth in these Articles of Incorporation.

ARTICLE IV

PURPOSE

The Purpose of this Corporation shall be to advance the cause of Independent Colleges and Universities of Florida. Its goal is to promote the educational well-being of the state of Florida with particular concern for the educational and cultural needs of both Florida and the Nation, and for the quality and freedom of the system, bearing in mind its dual nature. This purpose will be achieved by working:

1. To create a climate of understanding and support for the role and contribution of independent colleges and universities;
2. To encourage public awareness of the need for public policy which supports a strong dual system of higher education with particular reference to the needs of the independent sector;

3. To collect and disseminate information helpful in the process of informing the public;
4. To serve as a spokesperson representing the independent sector of higher education in Florida;
5. To cooperate with public and other private boards and bodies in planning for the future of higher education in Florida.
6. To provide maximum opportunity for consultation and cooperation among all institutions of higher education which serve the public interest; Independent Colleges and Universities of Florida, the members of the State University System, the Community College System, and the special purpose postsecondary education institutions of Florida;
7. To encourage consultation and cooperation among ICUF members regarding programs and services at their institutions.

ARTICLE V

MEMBERSHIP

1. Membership shall be limited to independent, not-for-profit, degree-granting colleges and universities offering a minimum of a Bachelor of Arts or Bachelor of Science Degree, incorporated within the state of Florida, and fully accredited by The Commission on Colleges of the Southern Association of Colleges and Schools and whose students are eligible for the William L. Boyd, IV Florida Resident Access Grant.

2. All members of this Corporation at the time of the adoption of these Fourth Restated and Amended Articles of Incorporation shall be the members of this organization. All subsequent members shall be nominated by the Board of Directors and elected by a majority vote of the total membership.

3. Members shall have the right to attend meetings of the corporation, to enter into active discussion, and to vote on all issues to be resolved.

4. Active membership shall be terminated upon failure of a member to have a representative attend meetings or failure to pay dues as required by the Bylaws of this Corporation.

5. Neither any member, nor any representative, nor employee of a member shall receive any dividend, salary or compensation of any kind from the Corporation except that the Corporation may employ such personnel as may be desirable in order to conduct the affairs of the Corporation.

ARTICLE VI

ORGANIZATION

1. The Board of Directors shall be composed of the Chief Executive Officer of each member institution.

2. The officers of the Corporation shall be: The Chairman, Vice Chairman, Secretary, Treasurer, and President, and such other officers as may be provided for in the Bylaws. The annual election of officers shall occur at the meeting preceding its annual meeting or at the annual meeting except for the President who shall be employed by the Board of Directors at their pleasure or by means of an employment contract.

3. The officers (the Chairman, Vice Chairman, Secretary and Treasurer, but not the President) of the Board of Directors, and the immediate past Chairman of the Corporation and the Chairman of the Legislative Committee shall constitute the Executive Committee.

ARTICLE VII

BY-LAWS

The Bylaws of the Corporation may be altered or rescinded only in such manner as said Bylaws provide.

ARTICLE VIII

REGISTERED AGENT

The name and address of the registered office and registered agent is Robert J. Boyd, Esquire of the Sachs Sax Caplan Law Firm, 310 West College Avenue, Third Floor, Tallahassee, Florida 32301.

ARTICLE IX

AMENDMENTS TO ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended at any regular or special meeting of the membership by a two-thirds (2/3) vote of the entire membership, provided, however, that any such proposed amendment or amendments be first mailed to each member of the Corporation at least (30) days prior to such regular or special meeting.

ARTICLE X

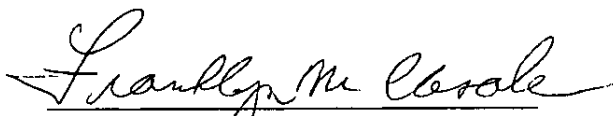
SPECIAL PROVISIONS


Every Director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceedings to which he may be a party, or in which he may be a party, or in which he may become involved, by reason of his being or having been a Director or officer of the Corporation, whether or not he is a Director or officer at the time such expenses

are incurred, except in such cases wherein the Director or officer is adjudged guilty of willful misfeasance, nonfeasance or malfeasance in the performance of his duties; provided that, in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the Director or officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

IN WITNESS WHEREOF, we, the undersigned officers of this Corporation, have executed and acknowledged this Fourth Restated and Amended Articles of Incorporation.

DATED this 25 day of September, 2008.


FRANKLYN M. CASALE
CHAIRMAN


WILLIAM T. ABARE, JR.
SECRETARY

STATE OF FLORIDA
COUNTY OF Miami-Dade

The foregoing Fourth Restated and Amended Articles of Incorporation was acknowledged and sworn to before me, this 25th day of September, 2008, by Franklyn M. Casale, Chairman of the Independent Colleges and Universities of Florida, Inc., who is personally known to me, or who produced _____ as identification.



Sandra M. Secord
Notary Public

Sandra M. Secord
Notary's Name Printed or Typed

#DD 750119
My Commission Number

April 22, 2012
My Commission Expires

STATE OF FLORIDA

COUNTY OF Leon

The foregoing Fourth Restated and Amended Articles of Incorporation was acknowledged and sworn to before me, this 1 day of October, 2008, by William T. Abare, Jr., Secretary of the Independent Colleges and Universities of Florida, Inc., who is personally known to me, or who produced _____ as identification.



KATHY S. GORDON
Commission DD 641233
Expires May 20, 2011
Bonded Thru Troy Fahn Insurance 800-385-7019

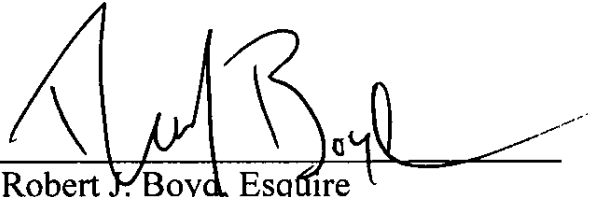
Kathy S. Gordon
Notary Public

Kathy S. Gordon
Notary's Name Printed or Typed

DD 641233
My Commission Number

5/20/11
My Commission Expires

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation, Independent Colleges and Universities of Florida.



Robert J. Boyd, Esquire
Registered Agent


STATE OF FLORIDA

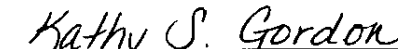
COUNTY OF Leon

The foregoing Fourth Restated and Amended Articles of Incorporation was acknowledged and sworn to before me, this 2 day of October, 2008, by Robert J. Boyd, Registered Agent of the Independent Colleges and Universities of Florida, Inc., who is personally known to me, or who produced _____ as identification.



KATHY S. GORDON
Commission DD 641233
Expires May 20, 2011
Bonded Thru Troy Fahn Insurance 800-365-7019


Notary Public


Notary's Name Printed or Typed

DD 641233
My Commission Number

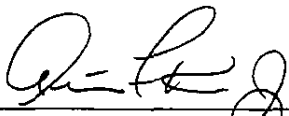
5/20/11
My Commission Expires

Action Taken at the 2006-2007 Annual Meeting
of the
held on May 14, 2007

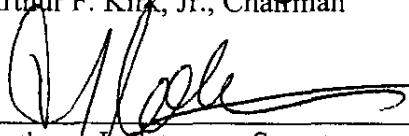
The undersigned, being Members of the Corporation, hereby unanimously (all Members voting) adopt the following resolution on May 14, 2007:

RESOLVED, that the attached Fourth Amended Articles of Incorporation changing Article VI, Sections 2 and 3, changing the title of Executive Director to President was approved.

RESOLVED, that the attached Bylaws changing Article VI, Sections 1, 3, and 6, and Article VII, Section 2, changing the title of Executive Director to President was approved.

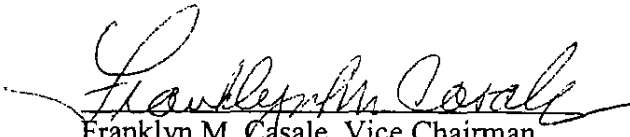


Arthur F. Kirk, Jr., Chairman

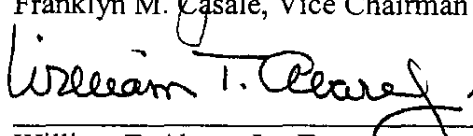


Anthony J. Catanese, Secretary

Dated: 29 August 2007



Franklyn M. Casale, Vice Chairman



William T. Abare, Jr., Treasurer

