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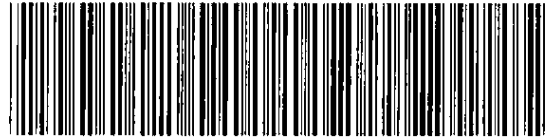
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S. HUNT

08/13/24

COVER LETTER

Department of State
Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Independent Colleges and Universities of Florida, Inc. (ICUF)
CORPORATE NAME

Enclosed are an original and one (1) copy of the restated articles of incorporation and a check for:

☐ \$35.00 ☒ \$43.75
Filing Fee Filing Fee
 & Certificate of Status

☐ \$43.75 ☐ \$52.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status

ADDITIONAL COPY REQUIRED

FROM: Daniel Weber, Esq.
Name (Printed or typed)
6111 Broken Sound Pkwy NW #200
Address
Boca Raton, FL 33487
City, State & Zip
561-994-4499
Daytime Telephone number
dweber@ssclawfirm.com
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the document.

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

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. (ICUF), 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 Fifth 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 informing the public.
4. To serve as a spokesperson representing the independent sector higher education in Florida.
5. To cooperate with public and other private boards and bodies 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 or whose students are eligible for the William L. Boyd, IV Effective Access to Student Education (EASE) Grant.
2. All members of this Corporation at the time of the adoption of these Fifth 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 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 of ICUF, 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 of ICUF 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 ICUF) 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 Independent Colleges and Universities of Florida, Inc., 542 East Park Avenue, Tallahassee, Florida 32301-2589.

ARTICLE IX
AMENDMENTS TO THE 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.

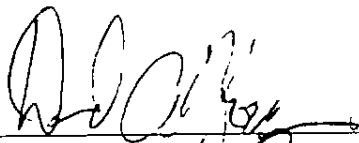
ARTICLE X
SPECIAL PROVISIONS

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,

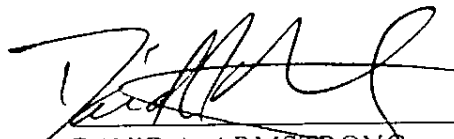
in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the Director or officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best 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 Fifth Restated and Amended Articles of Incorporation.

DATED this 14 day of Aug 2024.

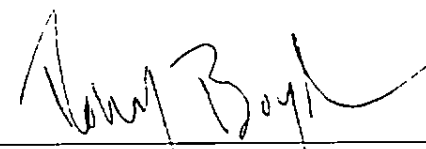


DAVID A. HOAG
CHAIRMAN



DAVID A. ARMSTRONG
SECRETARY

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



Robert J. Boyd
Registered Agent