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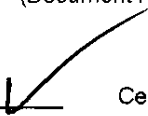
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2008 APR 25 AM 9:24

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend + Testate
[Signature]

5-2018



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

Re: Florida International University Foundation, Inc.
Document Number: 717762

Enclosed for filing are the Amended and Restated Articles of Incorporation for Florida International University Foundation, Inc. as well a check in the amount of \$43.75 (\$35.00 filing fee plus \$8.75 for a Certified Copy.)

If further information is required, please do not hesitate to contact me at the number below.

Thank you.

Sincerely,

Eli Deville
Coordinator, Administrative Services

Encls.

2008 APR 25 AM 9:24
FILED
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

**ARTICLES OF INCORPORATION
FLORIDA INTERNATIONAL UNIVERSITY FOUNDATION, INC.
a Florida Not For Profit Corporation**

as Amended and Restated May 30, 2007

Members of the Board of Directors of the Florida International University Foundation Inc., Florida not for profit corporation with its principal address at Florida International University, University Park, Miami, Florida 33199, acting in accordance with the laws of the State of Florida and with the Amended and Restated Articles of Incorporation of the Florida International University Foundation, Inc., as filed with the Secretary of State of Florida on July 14, 1994, amended on the 26th of March, 2003, and further amended on the 30th of May, 2007, hereby acknowledge that on the 30th of May, 2007 they duly approved amendments to and a restatement of the Articles of Incorporation of Florida International University Foundation, Inc., and acknowledge and file these Amended and Restated Articles of Incorporation with the Office of the Secretary of State of Florida. These Amended and Restated Articles of Incorporation include amendments to every Article of the Amended and Restated Articles of Incorporation as filed on July 14, 1994 and were adopted pursuant to Sections 617.1002 and 617.1007, Florida Statutes (1992). There are no discrepancies between the Articles of Incorporation as heretofore amended and the provisions of the Restated Articles of Incorporation other than the inclusion of amendments adopted pursuant to Section 617.1002, Florida Statutes (1992).

ARTICLE 1. NAME.

The name of this corporation shall be the FLORIDA INTERNATIONAL UNIVERSITY FOUNDATION, INC. For convenience, the corporation shall be referred to as the "Foundation." The Foundation may register the name "Florida International University Foundation" or a similar term as a fictitious name.

ARTICLE 2. PURPOSES.

The general purposes of the Foundation are to assist Florida International University (the "University") in providing excellent educational opportunities for all of its students and in offering public service to the South Florida community, specifically to:

Section 1. Provide support for the President of Florida International University on the goals, plans and activities of the University;

Section 2. Promote knowledge and understanding in the South Florida community of the goals, plans, activities and impact of the University and to promote knowledge and understanding in the University community of the needs and opportunities of the South Florida community;

Section 3. Support the educational, scientific, cultural and charitable activities of the University and related organizations by requesting, receiving, holding, investing, administering, granting and disbursing gifts of funds and property.

ARTICLE 3. POWERS.

The Foundation shall have all of the powers now provided or which may hereafter be provided for not for profit corporations by the laws of the State of Florida, and is empowered to do all acts and things as from time to time may be necessary or expedient in order to accomplish its general purposes. Included among these powers, without limitation, are the powers to:

Section 1. Provide advice to and be counseled by the President of the University on the academic and administrative goals, plans, activities and impact of the University by, without limitation:

(i) visiting the academic and administrative activities and programs of the University to assist the President to determine the effectiveness of such activities and programs; and

(ii) assessing periodically and systematically the relationship to and impact of the University on the people and institutions of the South Florida community.

Section 2. Promote the interests of the University in the South Florida community by, without limitation:

(i) representing the University and the Foundation on boards and committees of organizations and activities which can benefit the University and serve the purposes of the Foundation;

(ii) explaining the goals and activities of the University to civic organizations, schools, other colleges and universities, businesses, research centers, foundations and funding sources; and

(iii) consulting with students, faculty and administrators of the University and with individuals at other colleges and universities, research centers, foundations and elsewhere.

Section 3. Receive and manage a fund or funds and apply the income thereof, and at the discretion of the Directors any portion of the principal thereof which is not restricted by the terms of gift, for the general purposes of the Foundation and to exercise other financial powers including, without limitation:

(i) requesting, receiving, investing, granting and expending gifts and bequests of funds and property, taking and holding such gifts and bequests either absolutely or in trust, subject only to any conditions imposed by law or by the terms of gift;

(ii) buying, selling, leasing, conveying and disposing of any of its property and investing or reinvesting any proceeds therefrom; and

(iii) borrowing sums of money in order to accomplish the purposes of the Foundation, subject to specific, advance approval of the terms and conditions of such borrowing by the Directors, as provided in the Bylaws of the Foundation, and subject to the limitation that no trust assets held by the Foundation may be pledged or committed in a manner which would violate the terms of the trust instrument under which such assets are held.

Section 4. Notwithstanding any other provision of these Articles, the Foundation shall not engage in any activities prohibited by a corporation exempt from Federal income tax under section 501(C)(3) of the Internal Revenue Code, as revised from time to time, or by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, as revised from time to time. The Foundation shall not be empowered to do any act or thing which would cause it to lose its status as a not for profit corporation under the laws of the United States or of the State of Florida. No substantial part of the Foundation's funding or activities shall be for the carrying on of propaganda or otherwise attempting to influence legislation, and the Foundation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

ARTICLE 4. MEMBERS.

Section 1. The Members of the Foundation shall be the Board of Directors of the Foundation and other persons who shall be elected as special members by the Directors.

Section 2. The qualifications and procedures for election to the Board of Directors, for election as Officers and for election as special members shall be established by these Articles or by the Bylaws of the Foundation.

ARTICLE 5. BOARD OF DIRECTORS.

Section 1. All corporate powers of the Foundation shall be exercised by or under the authority of the Board of Directors. Only Directors shall have a vote in meetings of the Foundation's members or of the Directors.

Section 2. The Board of Directors shall include the following:

(i) Not less than twenty-eight (28) and not more than fifty (50) members elected by the Trustees from the public at large in accordance with the Bylaws;

(ii) The Officers of the Foundation as shall be specified in the Bylaws; and

(iii) Designated ex officio members including the President of the University, a Faculty representative from the Faculty Senate recommended by the President after consultation with the Faculty Senate Chairperson, the President of the Student Government Council who is not serving on the Board of Trustees, the President of the Alumni Association, the Chairperson of the Florida International University Council of 100, and others who may be designated by the Directors in accordance with the Bylaws.

Section 3. The qualifications, election procedures, terms of service, powers and duties of the Directors and Officers of the Foundation shall be specified in the Bylaws.

ARTICLE 6. BYLAWS.

The Bylaws of the Foundation shall be adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors in the manner provided for in the Bylaws.

ARTICLE 7. AMENDMENTS TO ARTICLES OF INCORPORATION.

The Articles of Incorporation may be amended at any meeting of the Board of Directors in accordance with the Bylaws.

ARTICLE 8. EARNINGS.

No part of the net earnings of the Foundation, if any, shall enure to the benefit of, or be distributed to, its members, Directors, Officers, or other private persons, except that the Foundation is authorized and empowered, upon approval by the Board of Directors, to pay reasonable compensation to any person or organization for services rendered, to reimburse Officers and other Directors of the Foundation for expenses incurred by them in the performance of their duties, and to pay salary supplements and expense allowances to officers and employees of the University. All such payments shall be governed by provisions of the Bylaws.

ARTICLE 9. DISSOLUTION.

In the event of dissolution of the Foundation or termination of its affairs, the Directors shall, after paying or making provision for payment of all of the liabilities of the Foundation, distribute all of the remaining assets of the Foundation to Florida International University to be used exclusively for the general purposes for which the Foundation was organized, subject to the conditions, restrictions, and limitations to which such assets were subject when they were assets of the Foundation. No individual shall be entitled to share in the distribution of any of the assets of the Foundation upon dissolution or termination.

ARTICLE 10. INDEMNIFICATION.

Every Director, Officer and employee of the Foundation shall be indemnified by the Foundation against and reimbursed for all reasonable expenses and liabilities, including attorneys' fees, reasonably incurred or imposed upon them in connection with any proceeding to which they may be a party, or in which they may become involved, by reason of their being or having been a Director, Officer or employee of this Foundation, or any settlement thereof, whether or not they are Directors, Officers or employees at the time such are incurred, except in such cases where the Director, Officer or employee is adjudged guilty of willful malfeasance or misfeasance in the performance of duties; provided that, in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interests of the Foundation. With prior approval of the Board of Directors, costs, charges and expenses (including attorneys' fees) incurred by a Director, officer or employee may be paid by the Foundation in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of such Director, officer, or employee to repay all amounts so advanced in the event it shall ultimately be determined that such Director, officer or employee is not entitled to be indemnified by the Foundation as authorized in this Article or under state law, and upon satisfaction of such other conditions as are required by current or future legislation. The decision by the Foundation to indemnify a Director, officer or employee or to make advances to a Director, officer or employee shall be final and shall not be subject to judicial review. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Directors, officers or employees shall be entitled. Notwithstanding the foregoing, the Board of Directors shall have

the power to consolidate the representation of individual Directors, Officers and employees so that the Foundation shall not incur unreasonable attorneys' fees and other costs. Prompt written notice, by registered mail, of all claims for which indemnification is or may be sought shall be given to the Foundation and no settlement of any such claim shall be entered into without reasonable prior written notice, by registered mail, having been given to the Foundation.

ARTICLE 11. REGISTERED OFFICE AND REGISTERED AGENT.

The Foundation hereby designates its Registered Office to be located at Florida International University, Office of the General Counsel, University Park, Miami, Florida, 33199, or such other place as it may from time to time designate, and the General Counsel of the University as its Registered Agent. In accordance with the Bylaws, the University President hereby recommends and the Chairperson hereby appoints the General Counsel as Registered Agent of the Foundation, to accept service process within this State, to serve in such capacity until a successor is selected and duly designated.

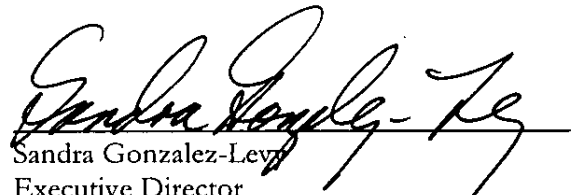
ARTICLE 12. EQUAL OPPORTUNITY/ACCESS.

In its operations and activities, the Foundation shall be governed by the principles of equal opportunity and access to all persons regardless of race, color, religion, sex, age, national origin, handicap or disability.

ARTICLE 13. USE OF UNIVERSITY RESOURCES.

The President of the University shall have full authority to monitor and control the use of University resources by the Foundation. The President of the University also retains full authority to monitor and control the Foundation's use of the University's name in connection with its activities.

IN WITNESS WHEREOF, the undersigned Director of Florida International University Foundation, Inc., a Florida not for profit corporation, has executed these Amended and Restated Articles of Incorporation effective as of the 30th day of May, 2007.

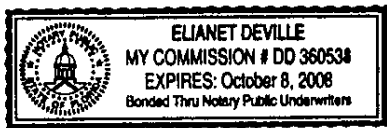


Sandra Gonzalez-Levy
Executive Director
Florida International University Foundation, Inc.
University Park, PC 519
Miami, Florida 33199

(SEAL OF FOUNDATION)

STATE OF FLORIDA)
COUNTY OF MIAMI- DADE)

The foregoing instrument was acknowledged before me this 24 day of March, 2008, by Sandra Gonzalez-Levy, Executive Director, of the Florida International University Foundation, Inc., a Florida not for profit corporation, on behalf of the Foundation. The aforementioned individual is personally known to me and did not take an oath.



Elianet Deville
Notary Public, State of Florida

CERTIFICATION

I, Cristina Mendoza, Registered Agent of Florida International University Foundation, Inc., a Florida not for profit corporation, hereby certify that I am familiar with and accept the duties and responsibilities of the registered agent of the Foundation as stated in its Amended and Restated Articles of Incorporation dated May 30, 2007.

IN WITNESS WHEREOF, I have hereunto set my hand and have affixed the seal of the Foundation, this 24 day of March, 2008.

FLORIDA INTERNATIONAL UNIVERSITY
FOUNDATION, INC. a Florida not for profit
corporation

By: Cristina Mendoza
Cristina Mendoza

(Corporate Seal)