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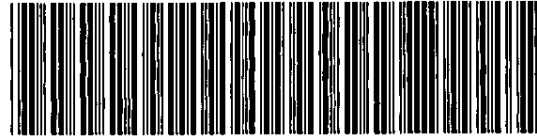
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*DR*  
*2/13/13*

Holland & Knight

Requester's Name  
315 South Calhoun Street, suite 600

Address  
Tallahassee, FL 32301 (850)425-5686  
City/State/Zip Phone #

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

1. Seminole Boosters, Inc  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
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**NEW FILINGS**

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

**OTHER FILINGS**

- ☐ Annual Report
- ☐ Fictitious Name

**AMENDMENTS**

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

**REGISTRATION/QUALIFICATION**

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

Examiner's Initials

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ARTICLES OF AMENDMENT  
OF THE ARTICLES OF INCORPORATION OF  
SEMINOLE BOOSTERS, INC. 19

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Sections 617.1002 and 617.1006, Florida Statutes, the Articles of Incorporation of Seminole Boosters, Inc. (the "Corporation") are hereby amended according to these Articles of Amendment:

1. The name of the Corporation is Seminole Boosters, Inc.
2. Article II of the Articles of Incorporation of the Corporation, entitled "Nature and Purpose," is amended in its entirety to read as follows:

"This corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law), including, for such purposes, the making of distributions to the Florida State University for the purpose of stimulating and promoting the education, health and physical welfare of the students of the Florida State University."

3. Article III of the Articles of Incorporation of the Corporation, entitled "Powers," is amended in its entirety to read as follows:

"No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing and distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue law)."

4. Article V of the Articles of Incorporation of the Corporation, entitled "Board of Directors," is amended in its entirety to read as follows:

"All corporate powers of this corporation shall be exercised by or under the authority of, and the affairs of the corporation shall be managed under the direction of, a Board of Directors consisting of not less than twenty (20) nor more than one hundred (100) directors, who shall serve without compensation. The By-Laws may classify members of the Board of Directors as either At-Large Members or Ex-Officio Members, may specify the maximum or minimum numbers of directors of each such class, and shall specify the procedures for election or appointment of all members of the Board of Directors and the requirements for membership in any class of directors. The Chairman of the Board of Trustees of The Florida State University, or his or her designee, and the President of The Florida State University, or his or her designee, shall each occupy one directorship on the Board. The By-Laws also may classify members of the Board of Directors as either Voting Members, who are entitled to vote on matters brought before the Board, and Non-Voting Members, who are not entitled to vote, and the procedures for determining Voting Members and Non-Voting Members of the Board. Only Voting Members of the Board shall have voting rights. The By-Laws may authorize a quorum of the Board of Directors to consist of less than a majority but no fewer than one-third of the number of voting Board members constituting the full Board of Directors, as determined in accordance with the By-Laws.

The Board of Directors has the authority to appoint an Executive Committee, in accordance with the By-Laws. All members of the Executive Committee shall be members of the Board. The Board may delegate any of its powers to the Executive Committee, to the extent permitted by applicable law and the By-Laws. The Executive Committee shall exercise its powers subject to the supervision of the full Board and the applicable provisions of the By-Laws. The Chairman of the Board of Trustees of The Florida State University, or his or her designee, and the President of The Florida State University, or his or her designee, each shall be a member of the Executive Committee."

5. Article VIII of the Articles of Incorporation of the Corporation, entitled "Bylaws," is amended in its entirety to read as follows:

"The By-Laws of this corporation shall be made, altered, amended, or rescinded only (a) with the approval of two-thirds of the members of the Board of Directors who are present and voting at any annual or regular meeting of the Board at which a quorum is present or at any special meeting of the Board called and conducted in accordance with the By-Laws for the

purpose of considering the amendment and at which a quorum is present, or (b) by the unanimous, written consent of the full Board of Directors, effected in accordance with Section 617.0821, Florida Statutes, as it may be amended. Any amendment of the By-Laws requires the approval of the Florida State University Board of Trustees before the amendment becomes effective. Any amendment of the By-Laws approved by the Board of Directors shall be submitted by the President of the Florida State University to the Florida State University Board of Trustees for its approval. The By-Laws shall contain processes which allow the President of Florida State University to monitor and control the use of the University's resources as well as the use of the University's name by this corporation pursuant to Section 1004.28, Florida Statutes, as implemented by Chapter 6C2-2.025 of the Florida Administrative Code. Such provisions of the By-Laws shall not be amended without approval of the President of Florida State University."

6. Article X of the Articles of Incorporation of the Corporation, entitled "Distribution of Assets upon Dissolution," is amended in its entirety to read as follows:

"Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation by distributing the assets to the Florida State University Foundation, Inc. for the benefit of the Florida State University if the Florida State University Foundation, Inc. qualifies at that time as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United State Internal Revenue law). If the Florida State University Foundation, Inc. does not so qualify, then the Board of Directors shall distribute the assets to some other exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United State Internal Revenue law) which has as its purpose the support of the Florida State University."

7. Article XI of the Articles of Incorporation of the Corporation, entitled "Amendments," is amended in its entirety to read as follows:

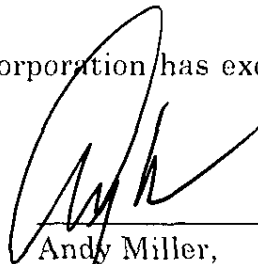
"These Articles of Incorporation may be amended (a) by two-thirds of the members of the Board of Directors present and voting at any annual meeting, regular meeting, or special meeting called for the purpose of amending the Articles and at which a quorum is present, or (b) by unanimous, written consent of the full Board of Directors, effected in accordance with Section 617.0821, Florida Statutes, as it may be amended. Any amendment of the Articles of Incorporation requires the approval of the Florida State University Board of Trustees before the amendment becomes effective. Any amendment of the Articles of Incorporation approved by the

Board of Directors shall be submitted by the President of the Florida State University to the Florida State University Board of Trustees for its approval."

8. Except as provided in paragraphs 2 through 7 above, the Articles of Incorporation of the corporation shall continue in full force and effect, without amendment.

9. The foregoing amendments were adopted by the Board of Directors of the corporation at a meeting of the Board on April 14, 2012. The number of votes cast for the amendment was sufficient for approval. The amendments do not require approval by the members of the corporation. The foregoing amendments were approved by the Florida State University Board of Trustees on October 30, 2012.

The undersigned President of the corporation has executed these Articles of Amendment this 31<sup>st</sup> day of October, 2012.

A handwritten signature in black ink, appearing to read 'Andy Miller', is written over a horizontal line.

Andy Miller,  
As its President