

Division of Corporations

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Division of Corporations
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To:

Division of Corporations
Fax Number : (850)617-6380

From:

Account Name : STEWART & EVANS, P.A.
Account Number : I19990000118
Phone : (772)231-3500
Fax Number : (772)231-9876

COR AMND/RESTATE/CORRECT OR O/D RESIGN

HARBOR BRANCH OCEANOGRAPHIC INSTITUTION, INC.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 04 |
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Corporate Filing Menu

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Amended +
Restated + N/C

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Harbor Branch Oceanographic Institution, Inc. *

DOCUMENT NUMBER: 734188 *Amending name to be Harbor Branch Oceanographic Institution Foundation, Inc.

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

William J. Stewart, Esq.

(Name of Contact Person)

Stewart & Evans, P.A.

(Firm/ Company)

3355 Ocean Drive

(Address)

Vero Beach, Florida 32963

(City/ State and Zip Code)

For further information concerning this matter, please call:

William J. Stewart

(Name of Contact Person)

at (772) 231-3500

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☒ \$35 Filing Fee

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☐ \$43.75 Filing Fee &
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☐ \$52.50 Filing Fee
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Certified Copy
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is enclosed)

Mailing Address

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

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

of

HARBOR BRANCH OCEANOGRAPHIC INSTITUTION, INC.

(A Florida Not-for-Profit Corporation)

The Articles of Incorporation of Harbor Branch Oceanographic Institution, Inc., as heretofore in effect, are hereby amended and restated to read as set forth below. These Amended and Restated Articles of Incorporation were duly adopted by the unanimous written consent of the members and the board of directors of the Corporation as of the 31st day of December, 2007.

**ARTICLE I
NAME**

The name of this corporation shall be Harbor Branch Oceanographic Institution Foundation, Inc. (hereinafter the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE AND/OR MAILING ADDRESS**

The address of the principal office and/or the mailing address of the Corporation is 5600 US 1 North, Ft. Pierce, FL 34946.

**ARTICLE III
PURPOSE**

This Corporation is a non-profit corporation, organized for charitable and educational purposes as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and operated exclusively to receive, hold, invest and administer property and to make expenditures to or for the benefit of Florida Atlantic University, a state university in Florida, and Harbor Branch Oceanographic Institute at Florida Atlantic University, so far as is or may be permitted by the laws of the State of Florida and Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and to engage in all such activities as are necessary, useful, suitable, desirable or proper to carry out the purposes set forth herein.

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

The street address of the registered office of the Corporation is 3355 Ocean Drive, Vero Beach, FL 32963; and the name of the Corporation's registered agent at that address is William J. Stewart. The registered office or the registered agent may be changed in the manner set forth in the Bylaws of the Corporation.

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The undersigned, being familiar with the obligations imposed by law on registered agents, hereby agrees to accept the appointment by the Corporation to serve as its registered agent, at the registered office designated above.


William J. Stewart

ARTICLE V
MEMBERSHIP

This Corporation shall have members (hereinafter referred to as "Members"). The Members of the Corporation shall consist of those individuals elected, appointed, or serving *ex officio* as Directors of the Corporation in accordance with these Articles of Incorporation and the Bylaws. The duties and powers of the Directors shall be as provided in the Bylaws of the Corporation and shall include, without limitation, the election of Directors, and the election of members of the committees of the Board of Directors. These powers shall be exercised in accordance with the Bylaws of the Corporation.

ARTICLE VI
BOARD OF DIRECTORS

The affairs of this Corporation shall be managed by a Board of Directors consisting of not less than five (5) Directors and not more than fifteen (15) Directors, exclusive of *ex officio*, designated, appointed and non-voting Directors. The number of Directors may be increased or decreased from time to time, in accordance with the Bylaws of the Corporation, but shall never be less than five. The Directors shall be elected by the Members in accordance with the provisions of the Bylaws. In addition to those Directors elected in accordance with the provisions of the Bylaws, the Chair of the Board of Trustees of Florida Atlantic University may appoint a representative to serve on the Board of Directors, and the President of Florida Atlantic University or his designee shall serve on the Board of Directors.

A Director shall not be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a Director, except as provided by Florida law.

ARTICLE VII
AMENDMENT

Any amendment to these Articles of Incorporation or the Bylaws of the Corporation shall be proposed by and require the approval of a majority of the Members.

ARTICLE VIII
DURATION OF CORPORATION

The period of the duration of the Corporation is perpetual unless dissolved according to law.

ARTICLE IX
DISSOLUTION

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to Florida Atlantic University, or if no longer in existence, then to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or

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corresponding provisions of any subsequent federal tax laws or to any government entity, as determined by the Members.

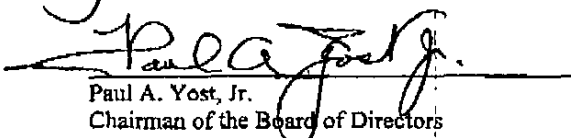
ARTICLE X
LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Directors, officers, Members 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 any of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except as otherwise provided in subsection (h) of Section 501 of the Internal Revenue Code of 1986, as amended), and the Corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. The Corporation shall not give, either directly or indirectly, any gift to a political committee or committee of continuous existence as defined in Florida Statute Section 106.011 for any purpose other than those certified by a majority of roll call vote of the Board of Directors at a regularly-scheduled meeting as being directly related to the educational mission of Florida Atlantic University. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any 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 provision of any future United States Internal Revenue Law).

ARTICLE XI
EFFECTIVE DATE

These Amended and Restated Articles of Incorporation shall be effective as of the 31st day of December 2007.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation on this 8th day of January, 2008.


Paul A. Yost, Jr.
Chairman of the Board of Directors

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