

734168

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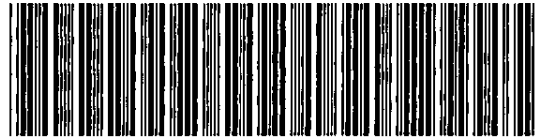
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TALLAHASSEE, FLORIDA
12 MAR -1 AM 11:34
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C. MUSTAIN

And



THE LAW FIRM OF
STEWART EVANS
STEWART & EMMONS
A PROFESSIONAL ASSOCIATION

Rebecca F. Emmons
Ralph L. Evans
John Mitchell Stewart
William J. Stewart
www.stewartevans.com

wjs@st-ev.com
File No. 12848

February 27, 2012

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

**RE: Harbor Branch Oceanographic Institute Foundation, Inc. – Articles of
Amendment
Document No. 734168**

To Whom It May Concern:

In regard to the above-captioned matter, enclosed for filing please find Articles of Amendment and our check in the amount of \$35.00 for the filing fee.

Thank you for your cooperation. If you have any question, please do not hesitate to contact me.

Sincerely yours,

William J. Stewart

WJS/emh
Enclosures (check)

**ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION**

OF

**HARBOR BRANCH OCEANOGRAPHIC INSTITUTE FOUNDATION, INC.
A Florida Not For Profit Corporation**

FILED
12 MAR - 1 AM 11:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby certifies that these Articles of Amendment have been executed for the purpose of amending the Articles of Incorporation of Harbor Branch Oceanographic Institute Foundation, Inc., a Florida Not For Profit Corporation (the "Corporation") and in compliance with Section 617.1006 of the Florida Statutes.

FIRST: The Document Number of the Corporation is 734168.

SECOND: Article VI of the Articles of Incorporation is amended as follows:

**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 twenty-one (21) 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.

THIRD: On January 26, 2012, the members of the Board of Directors of the Corporation approved this Amendment of the Articles of Incorporation of the Corporation in a number sufficient for approval according to the bylaws thereof.

DATED this 3RD day of February, 2012.

**Harbor Branch Oceanographic Institute
Foundation, Inc.**

By: _____

Joseph Duke, Chairman of the Board of Directors