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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**
of

HARBOR BRANCH OCEANOGRAPHIC INSTITUTE FOUNDATION, INC.

(A Florida Not-for-Profit Corporation)

734168

The Articles of Incorporation of Harbor Branch Oceanographic Institute Foundation, 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 and approved by a majority of the members of the Corporation on the 13th day of November, 2014.

**ARTICLE I
NAME**

The name of this corporation shall be Harbor Branch Oceanographic Institute 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 2911 Cardinal 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.

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
BOARD OF DIRECTORS**

The affairs of this Corporation shall be managed by a Board of Directors consisting of not less than five (5) 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 Directors then in office 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/her 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 all of the Directors authorized to vote.

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

ARTICLE X

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LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Directors, 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 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 (h) 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 date that they are filed with the Secretary of State, State of Florida.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation on this 13th day of November 2014.



Joseph Z. Duke
Chairperson of the Board of Directors