

**755458**  
 Buchanan Ingersoll & Rooney PC  
 Division of Corporations  
 Florida Department of State

Division of Corporations  
 Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

((H24000381958 3)))



H240003819583ABC7

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

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

From: Account Name : BUCHANAN INGERSOLL & ROONEY PC - TAMPA OFFICE  
 Account Number : I19990000148  
 Phone : (813)769-7692  
 Fax Number : (813)223-6121

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

Email Address: \_\_\_\_\_

**FILED**  
 2024 NOV 18 AM 11:01  
 TALLAHASSEE, FL

**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
 USF MANAGEMENT CORPORATION**

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$43.75

**RECEIVED**  
 2024 NOV 18 PM 1:58

Electronic Filing Menu

Corporate Filing Menu

Help

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
of**

**USF MANAGEMENT CORPORATION**

---

Pursuant to the provisions of Section 617.1007, Florida Statutes, the above-named Florida not for profit corporation, USF Management Corporation (the "Corporation") hereby adopts the following Amended and Restated Articles of Incorporation (the "Amended Articles"). The Articles of Incorporation of USF Management Corporation are hereby amended and restated as follows:

**ARTICLE I  
NAME**

The name of the Corporation is:

USF MANAGEMENT CORPORATION

**ARTICLE II  
TYPE OF CORPORATION**

The Corporation shall be a corporation not for profit and shall have neither capital stock nor shareholders.

**ARTICLE III  
TERM OF EXISTENCE**

The Corporation shall have perpetual duration.

**ARTICLE IV  
CORPORATE PURPOSE**

The specific purposes for which this Corporation is organized are:

- (a) To exist and operate solely for scientific, educational, religious and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (the "Code") and no part of the income or assets of this Corporation shall be distributed to, nor inure to the benefit of, any individual;
- (b) To operate without regard to race, age, religion, sex or national origin;
- (c) To be organized and operated solely as a direct-support organization for the University of South Florida (the "University"), as defined in Section 1004.28 of the Florida Statutes, as may be amended or supplemented;

2024 NOV 18 AM 11:01  
CLERK OF DISTRICT COURT  
TALLAHASSEE, FL

FILED

- (d) To receive, hold, invest and administer property and to make expenditures to or for the exclusive benefit of the University, a member of the state university system of the State of Florida;
- (e) To carry out its functions such that no substantial part of the Corporation's activities 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 or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office;
- (f) To operate, participate in or manage any other programs or activities that are not prohibited by law and that do not conflict with the provisions of Section 501(c)(3) of the Code; and
- (g) In order to further the purposes described above, to exercise all the powers enumerated in Section 617, Florida Statutes, as it now exists or is subsequently amended or superseded, and to do and perform such acts and to have such powers as shall be desirable and necessary in furtherance of any of the powers herein above enumerated which are not in derogation of the laws of the State of Florida.

#### **ARTICLE V** **POWERS**

The corporation shall have and exercise all powers of a corporation not for profit as the same now exist or may hereinafter exist under the laws of the State of Florida. No part of the assets, income or profits of the Corporation shall be distributable to, or inure to the benefit of, its members, directors or officers or any private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation to its employees for services rendered and to make payments and distributions in the furtherance of the purposes set forth herein. Notwithstanding any other provision hereof, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income taxation under Section 501(c)(3) of the Code or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code.

As a certified direct support organization by the University's Board of Trustees (the "Board of Trustees"), the Corporation shall be authorized to use the property, facilities, and personal services of the University, to receive, hold, invest or administer assets or property and to make expenditures for the benefit of the University. The Corporation further shall be authorized to enter into agreements to operate and support intercollegiate facilities and to engage the services of individuals necessary and desirable to serve the needs and purposes of the University.

#### **ARTICLE VI** **DIRECTORS AND THE MANNER OF ELECTION OF DIRECTORS**

The Corporation shall be managed by or under the direction of a Board of Directors. At all times, there shall be at least five but no more than fifteen members of the Board of Directors. The Board of Directors shall carry out the purposes of the Corporation in compliance with these

FILED

TALLAHASSEE  
2024 NOV 18 PM 1:00

Fax Audit No. H24000381958 3

Articles of Incorporation and the Corporation's Bylaws. The method of appointment or election of directors shall be as stated in the Bylaws of this Corporation.

**ARTICLE VII**  
**DISSOLUTION**

In the event of dissolution of the Corporation, the winding up of its affairs, the decertification of the Corporation as a direct support organization by the Board of Trustees of the University, or other liquidation of assets, the Corporation's property shall not be conveyed to any organization created or operated for profit or to any individual, and all assets remaining after the payment of the Corporation's debts shall be conveyed or distributed at the direction of the then Directors of the Corporation to the Board of Trustees, or if such organization has ceased to exist, to the University, or if such organization has ceased to exist, to such other organization or organizations that are exempt from federal income tax under Section 501 (c)(3) of the Code as directed by the Board of Governors of the State of Florida.

**ARTICLE VIII**  
**AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law.

**ARTICLE IX**  
**REGISTERED OFFICE AND REGISTERED AGENT**

The Corporation hereby designates its Registered Office to be located at the University of South Florida, Office of the General Counsel, 4202 East Fowler Avenue, CGS 301, Tampa, Florida 33620, and hereby designates and appoints Gerard D. Solis, General Counsel, as Registered Agent of the Corporation, to accept service of process within this State, to serve in such capacity until a successor is selected and duly designated.

**ARTICLE X**  
**INDEMNIFICATION**

Directors, officers, employees, and agents of the Corporation shall be indemnified to full extent permitted by Florida law.

**FILED**  
2024 NOV 18 AM 11:01  
CLERK OF SUPERIOR COURT  
TALLAHASSEE, FL

Fax Audit No. H24000381958 3

IN WITNESS WHEREOF, the undersigned have subscribed their names under seal this  
13 day of November, 2024.



DAWN RODRIGUEZ, EXECUTIVE DIRECTOR

**CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT**

Having been named as the Registered Agent in the Articles of Incorporation of USF  
MANAGEMENT CORPORATION, I hereby accept and agree to act in this capacity.

Dated: November 13, 2024.



GERARD D. SOLIS, GENERAL COUNSEL

4862-4483-4794, v. 8

**FILED**

**2024 NOV 18 AM 11:01**

**SECRETARY OF STATE  
TALLAHASSEE, FL**