

ND10000004860

Lindsey Cole

(Requestor's Name)

300W. College Ave 3rd FL

(Address)

Tallahassee FL 32301

(Address)

(City/State/Zip/Phone #)

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RECEIVED
07 JUL 23 AM 11:05
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
07 JUL 31 AM 9:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend + Rest.

C. Ouffette JUL 31 2007



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 23, 2007

LINDSEY COLE

TALLAHASSEE, FL

SUBJECT: FLORIDA INDEPENDENT COLLEGE FUND INC.
Ref. Number: N01000004860

We have received your document for FLORIDA INDEPENDENT COLLEGE FUND INC. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 907A00046014

566-8614

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Florida Independent College Fund Inc.

DOCUMENT NUMBER: N01000004860

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

Please return all correspondence concerning this matter to the following:

Robert J. Boyd, Esq.

(Name of Contact Person)

Sachs & Sax

(Firm/ Company)

Third Floor, 310 W. College Ave.

(Address)

Tallahassee, FL 32301

(City/ State and Zip Code)

For further information concerning this matter, please call:

Robert J. Boyd, Esq.

(Name of Contact Person)

at (850) 412-0306

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☒ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
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

**RESTATED ARTICLES OF INCORPORATION
OF
FLORIDA INDEPENDENT COLLEGE FUND INC.
A FLORIDA NOT-FOR-PROFIT CORPORATION**

FILED
07 JUL 31 AM 9:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, do hereby associate together for the purpose of forming a Corporation not for profit and organized solely for general educational purposes pursuant to the "Florida Not For Profit Corporation Act" set forth in Chapter 617 of the Florida Statutes, providing for the formation, liabilities, rights, privileges, benefits, obligations and immunities conferred and imposed on corporations and for the transaction of business with and under the following charter.

**ARTICLE I
NAME AND LOCATION**

The organization shall be known as the Florida Independent College Fund Inc., a Florida Corporation not for profit. The address of the principal place of business of this Corporation shall be located at the main offices of the Independent Colleges & Universities of Florida, Inc. (ICUF) in Tallahassee, Florida.

**ARTICLE II
TERM OF EXISTENCE**

The existence of the Corporation shall be perpetual unless or until the Corporation may be dissolved according to law.

**ARTICLE III
POWERS**

This Corporation shall have all statutory powers granted to a non-profit corporation by the State of Florida, including but not limited to, the power to contract, sue and be sued, to purchase and hold personal property and to perform all other lawful acts necessary for the accomplishments of the objectives set forth in these Articles of Incorporation.

**ARTICLE IV
PURPOSE**

The general purpose for which this Corporation is formed is to operate exclusively for educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent Federal Tax Laws. Included in such purposes is the making of distribution to organizations which qualify as tax exempt organizations under the code. It shall be a non-profit, tax-exempt educational foundation operated

solely for the benefit of the institutions that make up the membership of ICUF. In 1956, the Fund received its designation as an exempt organization under section 501(c)(3) of the Internal Revenue Code. It's IRC Federal Identification Number is 59-1919098. This Fund also is currently registered as a tax exempt organization by the State of Florida. It's current tax exempt Certificate Number is 74-07-103326-57C.

The purpose of the Florida Independent College Fund, Inc. (hereinafter referred to as the Fund) is:

- (1) to serve as the non-profit foundation for program and resource development for ICUF;
- (2) to develop collaborative programs and projects with institutions of ICUF and to seek funding for those activities;
- (3) to identify, develop and acquire private, foundation, state and federal funding for the general purposes of ICUF and the ICUF institutions, and their scholarships and collaborative programs;
- (4) to carry out funding activities through which individuals, corporations, trusts and foundations may support the collaborative scholarships and other programs of ICUF and the ICUF institutions;
- (5) to promote the interests of independent higher education in Florida by enhancing a productive partnership between the institutions and the private sector; and
- (6) to inform and encourage private sector leadership regarding the distinctive value and contributions to Florida and the nation of this state's independent institutions of higher learning.

ARTICLE V RESTRICTIONS AND INTERPRETATION

1. 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 the purposes set forth in Article IV hereof.
2. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempt 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 any candidate for public office. A portion of the activities of the Corporation will be to apply for and secure federal and state funding for the benefit of the ICUF institutions.
3. 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) (the "Code") or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

4. It is intended by the provisions of these Articles of Incorporation that the corporation shall possess the status of an organization exempt from federal income taxation under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986 as now in force or hereafter amended. Accordingly, no part of the affairs of the corporation shall be administered, directly or indirectly, in any manner whatsoever which might jeopardize the tax exempt status of the corporation.

ARTICLE VI GOVERNMENT

SECTION 1. BOARD OF TRUSTEES

The policies and control of the Fund are vested in a Board of Trustees. The members of the Board of Trustees shall be composed of the ICUF Executive Committee which includes the ICUF Chair, Vice-Chair, Secretary, Treasurer, Legislative Committee Chair, Immediate Past Chair and At-Large Member/President of ICUF and the ICUF President. The ICUF President shall also serve as the Chief Executive Officer of FICF. The Board shall consist of only those Presidents whose institutions have membership in and pay dues to ICUF and whose institutions pay dues to FICF.

SECTION 2. OFFICERS OF THE BOARD

The Board of Trustees shall elect from its membership a Chair and Vice Chair and confirm the appointment of the ICUF President as Secretary-Treasurer. Officers shall serve terms of two years and are eligible for re-election.

SECTION 3. EXECUTIVE COMMITTEE

The Board of Trustees may delegate to an Executive Committee full and complete authority to act for the Board of Trustees between meetings of the Board of Trustees.

1. The Executive Committee shall be composed of the officers of FICF, for a total of three (3) members.
2. The Chair of the Board of Trustees shall also be the Chair of the Executive Committee.
3. The immediate Past Chair of the Board of Trustees will become an ex-officio member of the Executive Committee following the completion of his or her term as Chair.

SECTION 4. POWERS OF THE BOARD

The Board of Trustees shall have all necessary and appropriate powers not inconsistent with the law which will enable it to provide effectively for the operation of the Fund and the accomplishment of its purposes. These powers include the power to: solicit and accept gifts, grants, endowments and other aids from any source and participate in any government program to carry out the purposes of the organization; receive, hold, invest and administer property and to make expenditures to or for the benefit of the organization; sue and be sued; make and execute contracts; invest funds not required for immediate disbursement; segregate contributions and payments to the organization into various accounts and funds; engage necessary personnel for administrative and technical assistance; procure insurance against any loss in connection with the property, assets, and activities of the organization; establish other policies, procedures, and criteria to implement the purposes of the organization.

ARTICLE VII BY-LAWS

The By-Laws of the Corporation may be altered or rescinded only in such manner as said By-Laws provide.

ARTICLE VIII AMENDMENTS TO ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended at any regular or special meeting of the Board of Trustees by a two-thirds (2/3) vote of the entire Board, provided, however, that any such proposed amendment or amendments be first mailed to each member of the Board of Trustees at least thirty (30) days prior to such regular or special meeting.

ARTICLE IX REGISTERED AGENT

The name of the Registered Agent is Robert J. Boyd, Esq., General Counsel for ICUF, located at 310 West College Avenue, Third Floor, Tallahassee, Florida 32301.

ARTICLE X INCORPORATORS

The name and address of each incorporator are as follows:

Name:
Bertram T. Martin, Jr.

Address:
Executive VP and Chief Operating Officer
Diamond Products Company
3901 Coconut Palm Drive, Suite 100
Tampa, FL 33619

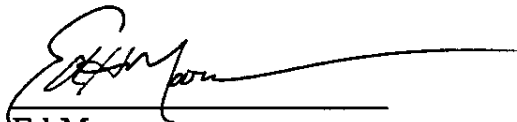
George G. Kirkpatrick, Jr.

Executive Director
Independent Colleges and Universities of Florida
111 S. Monroe Street, Suite 2000-A
Tallahassee, FL 32301

IN WITNESS WHEREOF, we the undersigned, being the new officers of this Corporation, for the purposes of forming this non-profit charitable corporation, under the laws of Florida, have executed these Articles of Incorporation on this 3rd day of July, 2007.



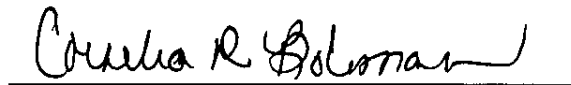
Art Kirk
Chair



Ed Moore
Secretary-Treasurer

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing Articles of Incorporation was acknowledged and sworn before me this 11 day of July, 2007, by Mr. Art Kirk, Chair of the Florida Independent College Fund Board of Trustees, who is personally known to me or who produced _____ as identification.



NOTARY PUBLIC
CORNELIA R. DOLOMAN

NOTARY'S NAME PRINTED OR TYPED
DD 381052

MY COMMISSION NUMBER
12-21-2008

MY COMMISSION EXPIRES

STATE OF FLORIDA
COUNTY OF LEON

The foregoing Articles of Incorporation was acknowledged and sworn before me this 3rd day of July, 2007, by Mr. Ed Moore, Secretary-Treasurer of the Florida Independent College Fund Board of Trustees, who is personally known to me or who produced _____ as identification.

Faye Danette Turner

NOTARY PUBLIC

Faye Danette Turner

NOTARY'S NAME PRINTED OR TYPED

DD0655366

MY COMMISSION NUMBER

May 1, 2011

MY COMMISSION EXPIRES



AMENDMENTS ADOPTED:

The amendments adopted were to: Article I changing the principal place of business to Tallahassee, Florida; Article IV clarifying the purpose which will now include identification, development and acquisition of private, foundation, state, and federal funding; Article V regarding the activities of the corporation to include securing federal and state funding for the benefit of ICUF institutions; Article VI, Section 1, clarifying that control of FICF is vested in the Board of Trustees, clarifying the composition of the Board of Trustees and defining who the President/Executive Director of FICF will be; Article VI, Section 3 changing the composition of the Executive Committee; and Article IX changing the name of the Registered Agent to Robert J. Boyd, Esquire.

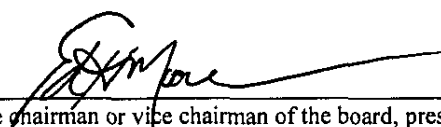
The date of adoption of the amendment(s) was: June 5, 2007

Effective date if applicable: n/a
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- ☒ The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signature


(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

Ed Moore

(Typed or printed name of person signing)

Secretary-Treasurer

(Title of person signing)

FILING FEE: \$35

SACHS & SAX

ATTORNEYS AT LAW

THIRD FLOOR
310 West College Avenue
Tallahassee, Florida 32301

Telephone (850) 412-0306
Facsimile (850) 412-0909

Robert J. Boyd, Esq.
email: rboyd@sslawfl.com

July 24, 2007

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

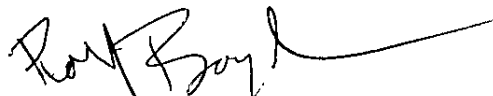
Re: Acceptance as Registered Agent

Dear Florida Department of State, Division of Corporations:

I hereby am familiar with and accept the duties and responsibilities as Registered Agent for the Florida Independent College Fund Inc. Please accept this letter as my formal acceptance of these responsibilities.

Very truly yours,

SACHS & SAX

A handwritten signature in black ink, appearing to read "Robert J. Boyd", with a long horizontal flourish extending to the right.

Robert J. Boyd, Esquire

RJB/ksg

Enclosures