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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF**

**AVE MARIA UNIVERSITY, INC.  
(a Not-for-Profit Florida Corporation)**

*Pursuant to the provisions of Sections 617.1006 and 617.1007, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following Amended and Restated Articles of Incorporation which shall supersede in their entirety the previously filed Articles of Incorporation of the University.*

**ARTICLE I**

**NAME**

The name of this corporation is Ave Maria University, Inc., (hereinafter called the "University").

**ARTICLE II**

**PRINCIPAL OFFICE OF THE UNIVERSITY**

The University's principal office and mailing address are located at 5050 Ave Maria Blvd, Ave Maria, FL 34142.

**ARTICLE III**

**DURATION**

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

**ARTICLE IV**

**PURPOSES**

The University is organized exclusively for charitable, religious, scientific and educational purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code ("Code"). The purposes of the University may be modified from time to time by the Board of Trustees, provided any modification in purpose shall also be a charitable, religious, scientific or educational purpose.

The University is an independent Roman Catholic institution of higher education which exists primarily for teaching, learning, and research. Its educational traditions emphasize concern for the dignity of the person and for the common good of the world community. The goal of the

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education offered at Ave Maria University is to integrate intellectual, spiritual, moral, and social development in accordance with the teachings of the Roman Catholic Church.

#### ARTICLE V

#### NECESSARY POWERS

The University shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized; to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use and dispose of real or personal property in connection with the purposes of the University; and to exercise all powers necessary or convenient to the furtherance of the purposes for which the University is organized; and to exercise all powers granted to a not for profit University under Florida law.

#### ARTICLE VI

#### MANAGEMENT

Ultimate responsibility for and oversight of the University shall be vested in the University's Board of Trustees. Matters pertaining to the University's mission and its essential character as a Catholic institution of higher learning shall be the ultimate responsibility of the Board of Trustees.

The University shall be managed by the Board of Trustees, the members of which shall be not fewer than five (5) nor more than twenty-five (25). The number and method of election and removal of the members of the board of Trustees of the University shall be as set forth in the Bylaws.

This Article VI may only be amended by a majority vote of the Board of Trustees.

#### ARTICLE VII

#### MEMBERSHIP

The University shall have no members.

#### ARTICLE VIII

#### DISSOLUTION

Upon the dissolution of the University, the assets of the University shall be distributed at the sole discretion of the Board of Trustees to or for one or more exempt purposes within the meaning of §501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. This Article VIII may only be amended by the unanimous vote of the Board of Trustees.

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ARTICLE IX

## PROHIBITED ACTIVITIES

No part of the net earnings of the University shall inure to the benefit of, or be distributable to its trustees, officers, or other private persons, except that the University 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.

No substantial part of the activities of the University shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the University 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 or engage in political activities of any kind, except as permitted by the provisions of §501(h) of the Code. The University shall make a §501(h) election effective for its first year of operation.

Notwithstanding any other provision of these Articles, the University shall not conduct or carry on any other activities not permitted to be carried on (a) by a University exempt from federal income tax under §501(c)(3) of the Code, or (b) by a University, contributions to which are deductible under §§170(c)(2), 2055, 2100(a)(2) and 2522 of the Code.

In the event that the University shall be considered to be a private foundation, as such term is defined in §509(a) of the Code, the University:

A. shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by §4942 of the Code; and,

B. shall not (i) engage in any act of self-dealing as defined in §4941(d) of the Code; (ii) retain any excess business holdings as defined in §4943(c) of the Code; (iii) make any investments in such manner as to subject it to tax under §4944 of the Code; or (iv) make any taxable expenditures as defined in §4945(d) of the Code.

ARTICLE X

## NONDISCRIMINATION POLICY

The University will admit students without regard to race, religion, color, national and/or ethnic origin. All students shall have the same rights, privileges, programs, and activities generally accorded or made available to students at the University. The University will not discriminate on the basis of race in administration of its educational policies, admissions policies, scholarship and loan programs, and athletic and other University administered programs. The University is aware of the requirements of Rev. Proc. 75-50 and Rev. Rul. 71-447 and will comply with all of their requirements.

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2023 OCT -6 AM 11:00  
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SOUTHERN DISTRICT OF NEW YORK

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ARTICLE XI

## AMENDMENT OF BYLAWS

Except as provided by these Articles and by the Bylaws, the University's Bylaws may be amended, altered, restated or repealed and new Bylaws may be adopted only by the affirmative vote of a majority of the Board of Trustees. The Bylaws may contain any provisions for the regulation and management of the affairs of the University not inconsistent with Florida law or the Articles of Incorporation.

ARTICLE XII

## AMENDMENT OF ARTICLES OF INCORPORATION

Except as otherwise provided in these Articles, these Articles of Incorporation may be amended, altered and/or restated only by the affirmative vote of a majority of the members of the board of Trustees.

ARTICLE XIII

## REGISTERED OFFICE

The street address of the University's registered office in the State of Florida is 871 Venetia Bay Blvd., Ste. 111, Venice, FL 34285, and the name of its registered agent at such office is Andrew J. Britton.

ARTICLE XIV

## ADOPTION OF AMENDED AND RESTATED ARTICLES

These Amended and Restated Articles of Incorporation of the University were adopted by the unanimous vote of the Board of Trustees of the University on August 9, 2023 at a meeting duly noticed and called for the adoption of Amended and Restated Articles where a sufficient quorum was present.

The University has no members. Therefore, no members were required to vote.

The date of adoption of these Amended and Restated Articles of Incorporation is August 9, 2023.

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IN WITNESS WHEREOF, the undersigned President of the University has executed these Articles of Incorporation on the 30th day of September, 2023.

AVE MARIA UNIVERSITY, INC., a  
Florida Not for Profit Corporation

By:   
Michael Kane, Secretary

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DAVID H. (SECRETARY)

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