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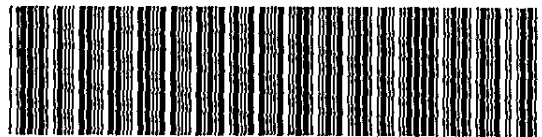
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Excellence With Caring

Florida Agricultural and Mechanical University

TALLAHASSEE, FLORIDA 32307-3100

TELEPHONE: (850) 599-3591

FAX: (850) 561-2862

OFFICE OF THE GENERAL COUNSEL

January 30, 2006

Florida Department of State
Division of Corporations
Corporate Filings
P. O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation and Filing Fees for
Florida A & M University Research Foundation, Inc.

Dear Sir/Madam:

Enclosed are an original and one (1) copy of the Articles of Incorporation and a check in the amount of \$78.75 for the filing fees and a certified copy of the Articles of Incorporation.

Please return the certified copy to me as provided below:

Elizabeth T. McBride, Esq.
Office of the General Counsel
Florida A & M University
300 Lee Hall
Tallahassee, Florida 32307

You may contact me at 850/599-3591, should you need to speak with me.

Sincerely,

Elizabeth T. McBride
Elizabeth T. McBride

Enclosure

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TALLAHASSEE, FLORIDA

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COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Florida A&M University Research Foundation, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Elizabeth McBride
Name (Printed or typed)

300 Lee Hall
Address

Tallahassee, FL 32307
City, State & Zip

(850) 599-3591
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
FLORIDA A & M UNIVERSITY RESEARCH FOUNDATION, INC.**

The undersigned, acting as incorporator of a corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation.

ARTICLE I – NAME

The name of the Corporation is the Florida A & M University Research Foundation, Incorporated.

ARTICLE II – PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The address of the Corporation's principal office is 400 Lee Hall, Florida A & M University, Tallahassee, Florida 32307.

ARTICLE III – PURPOSES

This corporation is organized and shall operate exclusively for educational, charitable and scientific purposes. The primary purposes for which this Corporation is organized are:

- (a) To exist and operate solely for scientific and educational purposes and not for pecuniary profit;
- (b) To be organized and operated as a University direct-support organization, as defined in Section 1004.28, Florida Statutes, as may be amended or supplemented;
- (c) The promotion and encouragement of, and assistance to, the research and training activities of faculty, staff and students of Florida A & M University (the "University"), through income from contracts, grants and other sources, including, but not limited to, income derived from or related to the development and commercialization of University work products;
- (d) To provide the means by which discoveries, inventions, processes, and work products of faculty, staff and students of the University may be patented, developed, applied and utilized in order that results of such research shall be made available to the public and that funds be made available for such discoveries, inventions, processes and work products for further research at the University.
- (e) 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;

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SECRETARY OF STATE

- (f) To approve and execute contracts for the purchase, sale, lease or acquisition of commodities, goods, equipment, construction services, lease of real and personal property and construction;
- (g) To exercise all the powers enumerated in Chapter 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;
- (h) 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;
- (i) To promote, establish, conduct and maintain activities on its own behalf and it may contribute to or otherwise assist other corporations, organizations and institutions carrying on exempt activities; and
- (j) 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 Internal Revenue Code.

ARTICLE IV- 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 laws of the State of Florida and the United States of America. No part of the assets, income or profits of the Corporation shall be distributed to, or inure the benefit of, its members, directors or officers or any private individual, in such a fashion as to constitute an application of funds not within the purpose of exempt organizations described in Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended. However, the Corporation shall be authorized and empowered to pay reasonable compensation to its employees for services rendered and to make reasonable payments and distributions in 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 Internal Revenue Code or by an organization, contributions in which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954, as now or hereafter amended.

Upon certification as a direct support organization by the Board of Trustees of Florida A & M University, 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 issue revenue bonds, certificates or participation or other forms of indebtedness upon approval of the Board of Trustees and in accordance with the applicable laws of the State of Florida, and to enter into

agreements to finance, design and construct, lease, lease-purchase, purchase, or operate facilities necessary and desirable to serve the needs and purposes of the University.

ARTICLE V – MEMBERS

The Corporation shall have no members.

ARTICLE VI – DIRECTORS AND THE MANNER OF ELECTION

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 seven members of the Board of Directors. The qualifications of officers, the time and manner of electing or appointing them, the duties and the term of office, and the manner of removing officers shall be as set forth in the Bylaws. The Board of Directors shall carry out the purposes of the Corporation in compliance with these Articles of the Corporation and the Corporation's Bylaws. The method of appointment or election of directors shall be as stated in the Bylaws of the 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 its 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 Florida A & M University Board of Trustees, or if such organization has ceased to exist, to Florida A & M 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 Internal Revenue Code as directed by the Board of Governors of the State of Florida.

ARTICLE VIII – AMENDMENT

The Board of Directors of the Corporation may amend, alter or repeal any provision of these Articles of Incorporation in the manner now or hereafter provided by Florida law; provided, that amendment shall not become effective until approved by the University Board of Trustees after submission to them by the President of the University.

ARTICLE IX- INITIAL REGISTERED AGENT AND ADDRESS

The name and the address of the initial registered agent are:

Elizabeth T. McBride, Esq.
Florida A & M University
300 Lee Hall
Tallahassee, Florida 32307

ARTICLE X – INCORPORATOR

The name and address of the incorporator for these Articles of Incorporation is:

Dr. Castell Vaughn Bryant
Florida A & M University
400 Lee Hall
Tallahassee, Florida 32307

Executed at Tallahassee, Florida, this 30th day of January, 2006.

Castell Vaughn Bryant
Castell Vaughn Bryant

ARTICLE XI – INDEMNIFICATION

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

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent of Florida A & M University Research Foundation, Inc., the undersigned accepts such appointment, agrees to act in such capacity and accepts the obligations imposed by Florida Statutes.

Dated this 30th day of January, 2006.

Elizabeth T. McBride
Elizabeth T. McBride

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TALLAHASSEE, FLORIDA