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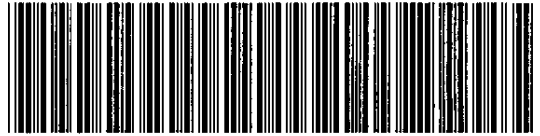
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TALLAHASSEE, FLORIDA

*Amended & Restated
Art.*

7-14-09

DC

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: FIU Athletics Finance Corporation

DOCUMENT NUMBER: N06000012059

Amended and Restated Articles of Incorporation
The enclosed ~~Articles of Amendment~~ and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Rafael Paz

(Name of Contact Person)

Florida International University

(Firm/ Company)

11200 SW 8 Street, PC 511

(Address)

Miami, Florida 33199

(City/ State and Zip Code)

devillee@fiu.edu

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Rafael Paz

(Name of Contact Person)

at (305) 348-2103

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

\$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

**ARTICLES OF INCORPORATION
OF
FIU ATHLETICS FINANCE CORPORATION**
as Amended and Restated June 12, 2009

FILED
09 JUL -8 AM 10:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of FIU Athletics Finance Corporation under the Florida Not-For-Profit Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE I.
NAME**

The name of the Corporation is: FIU Athletics Finance Corporation.

**ARTICLE II.
PRINCIPAL OFFICE**

The initial principal place of business and mailing address of the Corporation shall be 11200 S.W. 8th Street, PC511, Miami, Florida 33199.

**ARTICLE III.
PURPOSES AND POWERS**

1. The Corporation is organized as a Corporation not-for-profit pursuant to, and shall possess all of the powers enumerated in, Chapter 617, and Section 1004.28, Florida Statutes. The purposes and powers of the Corporation include, but are not limited to the following:
 - A. The Corporation is organized and shall be operated exclusively to receive, hold, invest, and administer property and to make expenditure to or for the benefit of Florida International University. The Corporation is organized exclusively for charitable, educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) or Section 115(1) of the Internal Revenue Code, or corresponding section of any future federal tax code.
 - B. The Corporation shall facilitate the financing of projects related to the FIU football stadium. The Corporation shall manage and operate the FIU football stadium, and shall administer all revenues received from stadium activities including, but not limited to, the sale of suites, club seats, general stadium seating, special events, concessions, novelty sales, etc.
 - C. The Corporation may hold any property, or any undivided interest therein, without limitation as to amount or value; may dispose of any such property and invest, reinvest or deal with the principal or the income in such manner as, in the judgment of the Corporation's board of directors, will best promote the purposes of the Corporation without limitation, except such limitations, if any, as may be

contained in the instrument under which such property is received, these Articles of Incorporation, the Bylaws of the Corporation or any applicable laws or rules.

- D. The Corporation may transact any and all lawful business, subject to the limitations contained herein.
2. No part of the net earnings of the Corporation shall inure to the benefit of any member, director or officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to the Corporation and reasonable amounts expended by reason of the Corporation's effecting one or more of the purposes), and no member, director, or officer of the Corporation or any other private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall neither participate nor intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
3. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall carry on only activities permitted to be carried on by (i) an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 and pertinent Treasury Regulations as they now exist or as they may be amended or (ii) any organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 and pertinent Treasury Regulations as they now exist or as they may be amended.

ARTICLE IV. MEMBERS

The members of the Corporation shall consist of the members of the Corporation's board of directors.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 11200 S.W. 8th Street, PC511, Miami, Florida 33199 and the name of the Corporation's initial registered agent at the address is Cristina L. Mendoza, Esq., General Counsel.

ARTICLE VI. BOARD OF DIRECTORS

Management of Corporate Affairs. The Corporation shall be managed, its properties controlled, and its affairs governed under the direction of its board of directors. The terms and manner of election of the Directors shall be as provided in the Bylaws.

**ARTICLE VII.
NAME AND ADDRESS OF INCORPORATOR**

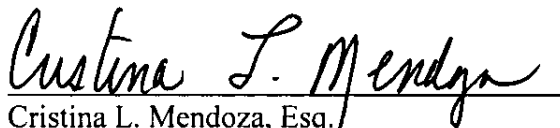
The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Cristina L. Mendoza, Esq. General Counsel	11200 S.W. 8 th Street PC511 Miami, FL 33199

**ARTICLE VIII.
DISSOLUTION**

Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation remaining after the payments of the Corporation's lawful debts shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, to the Florida International University Foundation, Inc., a Florida corporation not-for-profit, if then qualified under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986 and pertinent Treasury regulations as they now exist or as they may be amended, or if not, to The Florida International University Board of Trustees, a public body corporate of the State of Florida, or to the State of Florida, the federal government, or a local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction within Miami-Dade County, Florida, exclusively for one or more exempt public purposes, or to such organization or organizations, as the court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation the 12th day of June, 2009.


Cristina L. Mendoza, Esq.
Vice President and General Counsel

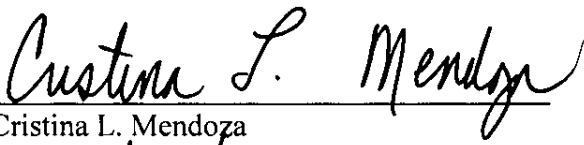
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 617, Florida Statutes, FIU Athletics Finance Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the Corporation is FIU Athletics Finance Corporation.
2. The name and address of the registered agent and office are Cristina L. Mendoza, Esquire, General Counsel, 11200 S.W. 8th Street, PC511, Miami, Florida 33199.

REGISTERED AGENT'S ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of her duties, and is familiar with and accepts the obligations of her position as registered agent.


Cristina L. Mendoza
Date: 6/17/09