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Holland & Knight

Requester's Name
315 South Calhoun Street, suite 600

Address
Tallahassee, FL 32301 (850)425-5686
City/State/Zip Phone #

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. FSU Financial Assistance, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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NEW FILINGS

- ☐ Profit
☒ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

AMENDMENTS

- ☒ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FSU FINANCIAL ASSISTANCE, INC.**

**FILED
2013 FEB 13 PM 1:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

FSU Financial Assistance, Inc., a Florida not for profit corporation (the "Corporation"), has adopted these Amended and Restated Articles of Incorporation pursuant to Sections 617.1002 and 617.1007, Florida Statutes.

ARTICLE I. NAME

The name of the Corporation is: FSU Financial Assistance, Inc.

ARTICLE II. ADDRESS

The street address of the Corporation's principal office is: University Center Suite C-5100, Tallahassee, FL 32306. The Corporation's mailing address is: P.O. Box 1353, Tallahassee, FL 32302-8058.

ARTICLE III. PURPOSES AND POWERS

The exclusive purposes for which the Corporation is formed are as follows:

- (a) Charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended;
- (b) To operate as a university direct-support organization within the meaning of Section 1004.28, Florida Statutes, as it may be amended from time to time;
- (c) To promote the health, education, and physical welfare of the students of the Florida State University and the betterment, improvement, and additions to the physical facilities of the Florida State University, and in this connection, the Corporation has the power:
 - (1) To hold, own, improve, use, and otherwise deal in and with real and personal property, or any interest therein and to make contracts and incur liabilities, borrow money, issue its notes, bonds and other obligations and to secure any of its

obligations by mortgage, deed to secure debt, creation of a security interest in, or other encumbrances on or all or any part of its property, franchise and income;

(2) To use the proceeds from such contracts, borrowed funds, notes, bonds, or other evidences of indebtedness to provide financing (including the refinancing of outstanding bonds) for the acquisition, construction, expansion, improvement, and renovation of any of the physical facilities of, or for, the Florida State University, an educational organization described under Section 501(c)(3) and exempt from taxation under Section 501(a) of the Internal Revenue Code; and

(3) To exercise all the powers conferred upon corporations organized under the Florida Not for Profit Corporation Act in order to accomplish its charitable and educational purposes.

(d) To carry on any activity and expend any such proceeds received by this organization for any of the foregoing purposes without limitation, except such limitation, if any, as may be contained in the instrument under which such proceeds are received, these Articles of Incorporation, the Bylaws of the Corporation, or any other limitations prescribed by law.

Notwithstanding the foregoing, the Corporation shall not engage in any activities that are prohibited by Chapter 617, Florida Statutes, or that are 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) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue law). No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any member, director, or officer of the Corporation or to any other private person, and no member, director, or officer of the Corporation shall receive any pecuniary benefit from the Corporation, except that the Corporation may (i) pay reasonable compensation for personal services rendered to the Corporation, so long as the services are reasonable and necessary to carrying out the charitable purposes of the Corporation, and may reimburse expenses or advances made for the Corporation that are reasonable in character and amount, and (ii) make payments and distributions to persons or entities that are qualified to receive them in furtherance of the Corporation's charitable purposes. All of the net earnings and assets of the Corporation shall be expended for purposes stated in Section 501(c)(3) of the Internal Revenue Code.

The Corporation shall not attempt to influence legislation by propaganda or otherwise, nor shall it intervene in, or participate in, any political campaign on behalf of any candidate for public office.

ARTICLE IV. NO MEMBERS

The Corporation shall have no members. The Corporation shall be a nonstock corporation, and no dividends or pecuniary profits shall be declared or paid.

ARTICLE V. DURATION

The term for which the Corporation is to exist is perpetual.

ARTICLE VI. BOARD OF DIRECTORS

All corporate powers of this Corporation shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, a Board of Directors. The number of directors constituting the full Board of Directors shall be as provided in the Bylaws, but shall not be less than three. The method for election or appointment of the Board of Directors shall be as specified in the Bylaws. The Bylaws may classify members of the Board of Directors as either At-Large Members or Ex-Officio Members, may specify the maximum or minimum numbers of directors of each such class, shall specify the terms for which members of the Board of Directors shall serve, and may provide for staggered terms for directors. The members of the Board of Directors shall include the Chairman of the Board of Trustees of the Florida State University or his or her designee, and the President of the Florida State University or his or her designee. The Bylaws may authorize a quorum of the Board of Directors to consist of less than a majority but no fewer than one-third of the number of members constituting the full Board of Directors, as determined in accordance with the Bylaws.

ARTICLE VII. BYLAWS

The Bylaws of the Corporation may be adopted and amended only (a) with the approval of a majority of the members of the Board of Directors who are present and voting at any annual or regular meeting of the Board at which a quorum is present or at any special meeting of the Board called in accordance with the Bylaws for the purpose of considering the adoption or

amendment of Bylaws and at which a quorum is present, or (b) by the unanimous, written consent of the full Board of Directors, effected in accordance with Section 617.0821, Florida Statutes, as it may be amended. Any amendment of the Bylaws requires the approval of the Board of Trustees of the Florida State University before the amendment becomes effective. Any amendment of the Bylaws approved by the Board of Directors shall be submitted by the President of the Florida State University to the Florida State University Board of Trustees for its approval. The Bylaws shall contain processes which allow the President of Florida State University to monitor and control the use of the University's resources as well as the use of the University's name by this Corporation pursuant to Section 1004.28, Florida Statutes, as implemented by Chapter 6C2-2.025 of the Florida Administrative Code. Such provisions of the Bylaws shall not be amended without approval of the President of the Florida State University.

ARTICLE VIII. AMENDMENTS

These Articles of Incorporation may be amended (a) by approval of a majority of the members of the Board of Directors present and voting at any annual meeting, regular meeting, or special meeting called for the purpose of amending the Articles of Incorporation and at which a quorum is present, or (b) by unanimous, written consent of the full Board of Directors, effected in accordance with Section 617.0821, Florida Statutes, as it may be amended. Any amendment of the Articles of Incorporation requires the approval of the Florida State University Board of Trustees before the amendment becomes effective. Any amendment of the Articles of Incorporation approved by the Board of Directors shall be submitted by the President of the Florida State University to the Florida State University Board of Trustees for its approval.

ARTICLE IX. DISSOLUTION

Upon the dissolution of the Corporation, all of the Corporation's earnings, funds, and assets, after payment or the provision for the payment of all the liabilities of the Corporation, shall vest and be transferred without consideration to the Florida State University, or such other governmental unit of the State of Florida or exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, as may be designated by the Board of Trustees of the Florida State University.

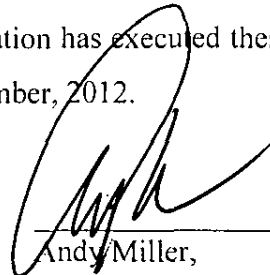
ARTICLE X. REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is University Center Suite C-5100, Tallahassee, FL 32306, and the name of the Corporation's initial registered agent at that address is Andy Miller.

CERTIFICATION

The foregoing Amended and Restated Articles of Incorporation contain amendments of the Articles of Incorporation. The amendments do not require approval of any members of the Corporation. The amendments were approved and adopted by the Board of Directors of the Corporation at a meeting of the Board on August 14, 2012. The number of votes cast for the amendment was sufficient for approval. The amendments were approved by the Board of Trustees of the Florida State University on October 30, 2012.

The undersigned President of the Corporation has executed these Amended and Restated Articles of Incorporation this 1ST day of December, 2012.

A handwritten signature in black ink, appearing to be 'Andy Miller', is written over a horizontal line.

Andy Miller,
As its President

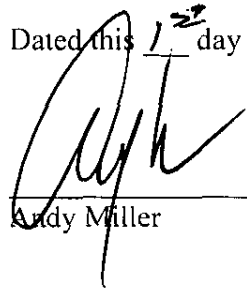
ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

FSU Financial Assistance, Inc., a Florida not for profit corporation, has named Andy Miller as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-referenced corporation at University Center Suite C-5100, Tallahassee, FL 32306, the undersigned hereby agrees to act in this capacity, agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties of a registered agent, and accepts the duties and obligations of Section 617.0503, Florida Statutes.

Dated this 1st day of December, 2012.

A handwritten signature in black ink, appearing to read 'Andy Miller', is written over a horizontal line.

Andy Miller

**ARTICLES OF RESTATEMENT
of
THE ARTICLES OF INCORPORATION
of
FSU FINANCIAL ASSISTANCE, INC.**

Pursuant to Section 617.1007 of the Florida Not For Profit Corporation Act, the undersigned hereby delivers these Articles of Restatement of the Articles of Incorporation of FSU Financial Assistance, Inc. a Florida not-for-profit corporation (the "Corporation"), for filing with the Department of State of the State of Florida:

ARTICLE I

The name of the Corporation is: FSU FINANCIAL ASSISTANCE, INC.

ARTICLE II

The Articles of Incorporation of the Corporation are hereby amended and restated in their entirety, to read as provided in the Amended and Restated Articles of Incorporation of FSU Financial Assistance, Inc. attached to these Articles of Restatement.

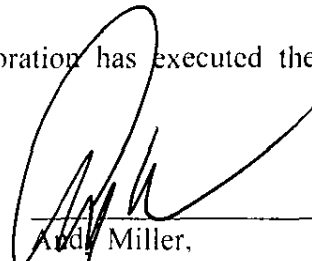
ARTICLE III

The attached Amended and Restated Articles of Incorporation contain amendments of the Articles of Incorporation. There are no members of the Corporation entitled to vote on amendments of the Articles of Incorporation. Accordingly, the amendments do not require approval of any members of the Corporation.

ARTICLE IV

The Board of Directors of the Corporation approved and adopted the Amended and Restated Articles of Incorporation, including the amendments contained therein, on August 14, 2012. The number of votes cast in favor of the approval and adoption of the Amended and Restated Articles of Incorporation (including the amendments contained therein) was sufficient for approval. The Amended and Restated Articles of Incorporation were approved by the Board of Trustees of the Florida State University on October 30, 2012.

The undersigned President of the Corporation has executed these Articles of Restatement this 1st day of December, 2012.



Andy Miller,
As its President