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**SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
INSTITUTE FOR COMMERCIALIZATION OF
FLORIDA TECHNOLOGY, INC.**

In accordance with Section 617.1007 of the Florida Statutes and Section 501(c)(3) of the Internal Revenue Code of 1986¹, the articles of incorporation of Institute for Commercialization of Florida Technology, Inc., a Florida Not For Profit Corporation, are hereby amended and restated (the "Second Amended and Restated Articles of Incorporation") to read in their entirety as follows:

ARTICLE I. NAME

The name of the corporation is: Institute for Commercialization of Florida Technology, Inc.

ARTICLE II. ADDRESS

The street address of the principal office and the mailing address of the corporation

3651 FAU Boulevard
Suite 400
Boca Raton, FL 33431

ARTICLE III. DURATION AND COMMENCEMENT

The corporation commenced on July 13, 2007 and will exist perpetually.

ARTICLE IV. PURPOSE

Notwithstanding any other provisions of these Articles of Incorporation, the corporation is organized and shall be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, including, without limitation, promoting social welfare by lessening the burdens of government. In furtherance of such purposes, the corporation shall be authorized to assist with products developed by the research and development activities or universities and colleges, research universities and publicly supported organizations within the State of Florida and otherwise for the purpose set forth in Florida Statute Sections 288.9621 through 288.9625, as currently in effect or hereafter amended.

¹ Unless otherwise noted, all references are to the Internal Revenue Code of 1986, as amended, Title 26 of the United States Code, including corresponding provisions of any subsequent federal tax laws and the regulations promulgated thereunder as they now exist or as they may hereafter be amended.

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Further, the corporation may engage in other activities designed or intended to accomplish such purposes. To these ends, the corporation may do and engage in any and all lawful activities that may be incidental or reasonably necessary to any of these purposes, and it shall have and may exercise all other power, and authority now or hereafter conferred upon corporations not for profit in the State of Florida, subject however to the requirements of Section 501(c)(3) and to other limitations provided in these Articles of Incorporation.

ARTICLE V. LIMITATIONS ON CORPORATE POWER

The corporate powers of the corporation are as provided in Florida Statutes Sections 617.0302, 288.9621 through 288.9625, as currently in effect or hereafter amended.

ARTICLE VI. MEMBERS

The corporation shall not have members.

ARTICLE VII. OFFICERS AND/OR DIRECTORS

The affairs of the corporation shall be managed by a board of directors who shall serve without compensation and elected pursuant to Florida Statutes Section 288.9625(4). Each director shall have only one vote. The chair of the board of directors shall be selected by a majority vote of the directors, a quorum being present. The initial board of directors and officers of the corporation with this Second Amended and Restated Articles of Incorporation shall consist of the following three directors and officers unless and until otherwise replaced in accordance with Florida Statutes Section 288.9625:

Title: Director, Chair

Rence Finley
4537 Carrara Court
Jacksonville, FL 32224

Title: Director

Jim O'Connell
747 SW 2nd Avenue
IMB 48
Gainesville, FL 32611

Title: Director

Rick Wassel
235 E. Princeton Street
Suite 210
Orlando, FL 32804

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Title: COO

Jane Teague
3651 FAU Boulevard,
Suite 400
Boca Raton, FL 33431

Title: CEO

Jackson Streeter, MD
747 SW 2nd Avenue
IMB #22, Suite 301
Gainesville, FL 32601

ARTICLE VIII. ADDITIONAL PROVISIONS

Pursuant to Florida Statutes Section 617.0202(2)(b) and Section 288.9625(3), the following additional provisions are included in these articles of Incorporation and shall apply to the corporation:

(a) The corporation shall provide equal employment opportunities for all persons regardless of race, color, religion, gender, nation, origin, age, handicap or marital status;

(b) The corporation is subject to the public records and meeting requirements of S.24, Art. I of the State Constitution;

(c) All officers, directors and employees of the corporation shall be governed by the code of ethics for public officers and employees as set forth in Part III of Chapter 112;

(d) The board of directors of the corporation is responsible for the prudent use of all public and private funds, and the board of directors will ensure that the use of funds is in accordance with all applicable laws, bylaws and contractual requirements; and

(e) The fiscal year of the corporation is from July 1 to Jun 30.

ARTICLE IX. INITIAL REGISTERED OFFICE AND AGENT

The corporation designates GrayRobinson, P.A., 720 S.W. 2nd Ave, Suite 106, Gainesville, FL 32601 as the street address of the initial registered office of the corporation and names Maxwell L. Minch the corporation's initial registered agent at that address to accept service of process within the state. Such registered agent has previously filed a signed statement accepting that appointment.

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ARTICLE X. INCORPORATOR

The name and street address of the incorporator are:

Name

Address

Jonathan D. Rich

200 South Orange Avenue, Suite 2600
Orlando, FL 32801

ARTICLE XL. CHARITABLE LIMITATIONS

This corporation shall not engage in any activities prohibited by Section 617.0835 of the Florida Statutes, or by Section 501(c)(3) of the Internal Revenue Code.

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to, the directors, or officers of the corporation, or to any other private persons, except that the corporation shall be authorized and empowered (i) to 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 to reimburse expenses or advances made for the corporation that are reasonable in character and amount and (ii) to make payments and distributions to persons who are qualified to receive same in furtherance on the corporation's charitable purposes as set forth herein. All of the net earnings and assets of the corporation shall be expended for the purposes stated in Section 501(c)(3) of the Internal Revenue Code.

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 not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or against any candidate for public office.

In the event that, and for so long as, the corporation is characterized as a private foundation within the meaning of Section 509(a) of the Internal Revenue Code, the corporation:

Shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942;

Shall not engage in any act of self-dealing as defined in Section 4941(d);

Shall not retain any excess business holdings as defined in Section (4943(c);

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Shall not make any investments in such manner as to subject it to tax under Section 4944;

and

Shall not make any taxable expenditures as defined in Section 4945(d).

Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3).

ARTICLE XII. DISSOLUTION

In the event of the dissolution of the corporation pursuant to Florida Statutes, the board of directors of the corporation shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation by transferring such assets to the State of Florida or such organizations which are exempt under Section 501(c)(3) as are engaged in activities of the type described in Article IV above, as the board of directors of the corporation shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes, or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes.

ARTICLE XL. EFFECTIVE DATE

The effective date of the Second Amended and Restated Articles of Incorporation shall be August 8, 2018.

[Signature Page Follows]

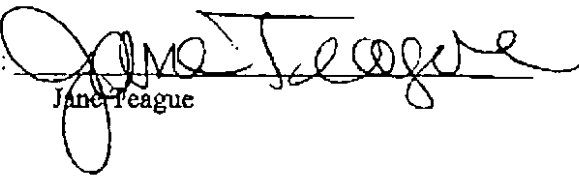
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The board of directors of the corporation approved the foregoing Second Amended and Restated Articles of Incorporation on May 16, 2018.

INSTITUTE FOR COMMERCIALIZATION OF
FLORIDA TECHNOLOGY, INC.

By:


Jane Teague

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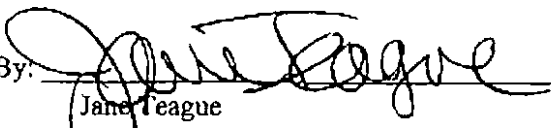
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CERTIFICATE TO SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
INSTITUTE FOR COMMERCIALIZATION OF FLORIDA TECHNOLOGY, INC.

The undersigned, Jane Teague, Secretary of the Institute for Commercialization of Florida Technology, Inc., a Florida not for profit corporation (the "Corporation"), does hereby certify as follows:

1. The Corporation has no members.
2. The second amendment and restatement of the Corporation's articles of incorporation as attached here to may be accomplished by action of board of directors.
3. The board of directors did not adopt and approve the amendment and restatement of the Corporation's articles of incorporation as attached hereto in accordance with Sections 617.1002, 617.1006, and 617.1007 of the Florida Statutes at a meeting on May 16, 2018 the number of votes cast for the second amendment by the board of director's being sufficient for such approval.
4. The undersigned officer of the Corporation has been duly authorized to submit these Second Amended and Restated Articles of Incorporation of the Corporation to the Florida Department of State for filing in accordance with Section 617.1007, Florida Statutes.

INSTITUTE FOR COMMERCIALIZATION OF
FLORIDA TECHNOLOGY, INC.

By: 
Jane Teague

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