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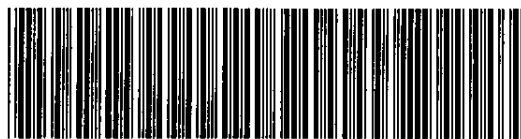
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
AND
FILED

[Handwritten signature]



Office of the Vice President and General Counsel

123 Tigert Hall
PO Box 113125
Gainesville, FL 32611-3125
352-392-1358
352-392-4387 Fax

March 23, 2011

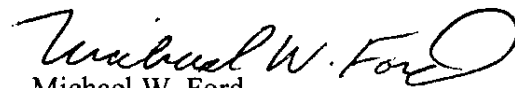
Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: Articles of Incorporation

Dear Sir/Madam:

Enclosed for filing are Articles of Incorporation and Registered Agent Designation for University of Florida Development Corporation. A check for \$70.00 for the filing fees is also enclosed.

Thank you.


Michael W. Ford
Senior University Counsel

APPROVED
AND
FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
of
UNIVERSITY OF FLORIDA
DEVELOPMENT CORPORATION
A Florida Not-for-Profit Corporation**

**ARTICLE 1.
NAME OF CORPORATION AND PRINCIPAL OFFICE**

The name of the Corporation is University of Florida Development Corporation.
The principal office is Room 204, Tigert Hall, University of Florida, Gainesville, Florida
32611.

**ARTICLE 2.
TERM**

The Corporation shall have perpetual existence.

**ARTICLE 3.
PURPOSES**

The Corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) and Section 170 (c) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future Internal Revenue Law.)

The Corporation shall promote the educational purposes of the University of Florida and to promote, manage and assist and develop research in the sciences, technology, business, architecture, agriculture, engineering and any other fields that further such educational purposes and which shall include, but are not limited to, the following specific objectives, purposes and powers:

(a) To provide coordination and support of community, industry and university joint efforts for increased research and development activity.

- (b) To enhance the capabilities of faculty, students and staff to conduct research.
- (c) To acquire, manage and operate research equipment, facilities and land needed for the conduct of research.
- (d) To contract with individuals, corporations, public agencies, and other organizations, both public and private, for the conduct of research.
- (e) To receive and distribute funds for the support and development of research.
- (f) To cooperate with federal, state and local agencies to ensure that all research is conducted in a manner consistent with the public interest.

In order to prosecute properly the objects and purposes set forth above, the Corporation shall have full power and authority to purchase, lease, and otherwise acquire, hold, mortgage, convey and otherwise dispose of all kinds of property, both real and personal; to borrow money and to give security therefor; to solicit and receive donations, bequests, devises and other gifts of money or property; and to invest, administer and use the money and property of the Corporation, and any and all income derived therefrom, for any one or more of the purposes provided herein; provided, however, that no such powers shall be exercised in a manner which is not consistent with Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future Internal revenue Law.)

ARTICLE 4. MEMBERS

The Corporation shall not have any members.

ARTICLE 5. POWERS

The Corporation shall have and may exercise all powers, rights and authorities as are now or may hereafter be granted to corporations not for profit under the laws of the

State of Florida.

**ARTICLE 6.
BOARD OF DIRECTORS**

All corporate powers shall be exercised and the affairs of the Corporation shall be managed under the direction of a Board of Directors consisting of not less than 3 persons, the exact number of which shall be provided in the Bylaws. Directors shall be appointed for such terms as may be provided in the Bylaws.

**ARTICLE 7.
OFFICERS**

The Officers of the Corporation, and the manner of their appointment, shall be as set forth in the Bylaws.

**ARTICLE 8.
BYLAWS**

Bylaws, not inconsistent with law or these Articles, shall be adopted by the Board of Directors, with the approval by the President of the University of Florida, to provide for the administration of the affairs of the Corporation and the exercise of its corporate powers.

**ARTICLE 9.
AMENDMENTS**

The Articles of Incorporation and Bylaws of the Corporation may be amended by the Board of Directors but any such amendment shall not be effective until approved by the President of the University of Florida.

**ARTICLE 10.
LIMITATIONS**

No part of the net earnings of the corporation shall inure to the benefit of or be distributed to its directors, officers or other private persons, except that the Corporation

shall be authorized to pay reasonable compensation. No substantial part of the activities of the Corporation 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.

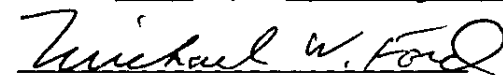
**ARTICLE 11.
DISSOLUTION**

Upon the dissolution of the Corporation, after payment or making provision for payment of the liabilities and obligations of the Corporation, and after the return, transfer or conveyance of assets which are held by the Corporation under a condition requiring their return, the Board of Directors shall distribute the Corporation's remaining assets to the University of Florida Foundation, Inc. or such other organization or organizations organized for the benefit of the University of Florida, provided that any such organization is exempt from federal income tax under Section 501(a) of the Internal Revenue Code and is described in Section 501(c)(3) of the Internal Revenue Code.

**ARTICLE 12.
REGISTERED OFFICER AND REGISTERED AGENT**

The registered office address of the Corporation is Room 123, Tigert Hall, University of Florida, Gainesville, Florida 32611-3125. The name of the registered agent is Michael W. Ford.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 23rd day of March, 2011.



Michael W. Ford
123 Tigert Hall
University of Florida
Gainesville, Florida 32611

REGISTERED AGENT'S ACCEPTANCE

Having been named as registered agent to accept service of process for the University of Florida Development Corporation at the place identified in Article 12 hereof, I hereby accept the appointment as registered agent and agree to act in this capacity. I am familiar with and will comply with the provisions of all statutes relating to the proper and complete performance of my duties and I accept the obligations and duties of the registered agent of the Corporation.

Michael W. Ford
Michael W. Ford

March 23, 2011
Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVAL
AND
FILED