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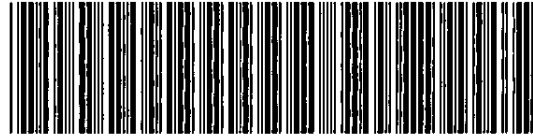
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**CLARKCAMPBELL**  
ATTORNEYS AT LAW

CLARK, CAMPBELL & LANCASTER, P.A.

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RONALD L. CLARK<sup>1</sup>  
CONNIE C. DURRENCE<sup>1</sup>  
JOHN J. LANCASTER, LL.M.<sup>2</sup>  
MICHAEL E. WORKMAN<sup>1</sup>

November 8, 2012

**ASSOCIATES**

J. KEMP BRINSON  
IVELISSE DE LA FE  
SAMUEL A. HOUGHTON, SR.  
LAURA L. KELLY<sup>1</sup>  
MICHAEL J. KINCART

Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**Via Federal Express**

850-245-6052

**OF COUNSEL**

THOMAS C. SAUNDERS<sup>4,\*</sup>  
ALAN L. PEREZ

**Re: Formation of Florida Polytechnic University Foundation, Inc., a Florida not-for profit corporation**

**BOARD CERTIFICATIONS**

1 Real Estate  
2 Tax Law  
3 Elder Law  
4 Business Litigation  
5 City, County & Local Government  
6 Civil Trial Law

To Whom it May Concern:

Enclosed are the original and one (1) copy of the Articles of Incorporation of Florida Polytechnic University Foundation, Inc., a Florida not-for profit corporation ("Articles"). Also enclosed is this firm's check number 43556 in the amount of \$78.75 representing payment in full for the filing fees for the Articles and a Certificate of Status.

If acceptable, please file the Articles and return the original Articles along with a Certificate of Status to our office in the enclosed self-addressed stamped envelope.

Thank you for your assistance in this matter. If you have any questions or comments, please do not hesitate to contact me.

Sincerely,

Laura L. Kelly

Enclosures

**Articles of Incorporation  
of  
Florida Polytechnic University Foundation, Inc.  
A Florida Not-for Profit Corporation**

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**Article I**

**Name of Corporation and Principal Office**

The name of the corporation is the FLORIDA POLYTECHNIC UNIVERSITY FOUNDATION, INC. (the "Corporation"). The principal office of the Corporation is at 439 South Florida Avenue, Suite 300, Lakeland, Polk County, Florida 33801.

**Article II**

**Enabling Law**

This Corporation is organized pursuant to the Florida Not for Profit Corporation Act (the "Act"), as provided in Chapter 617 of the Florida Statutes.

**Article III**

**Term**

The Corporation shall have perpetual existence unless it shall be dissolved pursuant to the laws of the State of Florida.

**Article IV**

**Purposes**

The Corporation is organized and shall be operated exclusively to receive, hold, invest, and administer property and to make expenditures to or for the benefit of Florida Polytechnic University (the "University") by encouraging alumni and friends to provide private funds and other resources for the University's benefit, to manage those assets, to provide volunteer leadership in support of the University's objectives and to perform all business matter to accomplish these purposes.

**Article IV**

**Property Held for Charitable Purposes**

The property of the Corporation is irrevocably dedicated to charitable, educational and scientific purposes and no part of the net income or assets of the Corporation shall ever inure to the benefit of any director, officer or member of the Corporation, or to the benefit of any private individual.

**Article VI**

**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, but shall be limited to exercise only those powers which are consistent with its purposes.

**Article VII**  
**Board of Directors**

All corporate powers shall be exercised and the affairs for the Corporation shall be managed by or under the direction of a board of directors (the "Board of Directors" or the "Board") consisting of not less than three persons, the exact number of which, and method and manner of appointment, shall be provided in the Bylaws (hereinafter defined).

**Article VIII**  
**Officers**

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

**Article IX**  
**Bylaws**

Bylaws (the "Bylaws"), not inconsistent with Florida law or these Articles, shall be adopted by the Board of Directors to provide for the administration of the affairs of the Corporation and the exercise of its corporate powers. Such Bylaws may be amended or repealed, in whole or in part, by the Board of Directors as provided in such Bylaws.

**Article X**  
**Amendments**

Subject to the limitations contained in the Bylaws and any limitations provided in the Act, the Bylaws of the Corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the Board of by following the procedure provided for in the Bylaws.

**Article XI**  
**Limitations**

No Part of the net earnings of the corporation shall inure to benefit of or be distributed to its directors, officers, ore other private persons, except that the Corporation shall be authorized to pay reasonable compensation. All income and assets of the Corporation above necessary expenses shall be administered solely and exclusively for the corporate purposes selected by the Corporation Board of Directors. 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. All such activities are to be approved by the president of the University.

**Article XII**  
**Dissolution**

Upon the dissolution or winding up of the Corporation, after payment or making provisions 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 in the event of dissolution, the Board of Directors shall distribute the remaining assets of the Corporation to the University or any other State of Florida entity designated to hold title on behalf of the University to be used exclusively for the purposes set forth herein. If no such entity exists, then the Board of Directors shall distribute the remaining assets of the Corporation to such educational, scientific and charitable organizations ruled to be exempt under Section 501(c)(3) and Section 170(c)(2) of the Internal Revenue Code (or corresponding provisions of any subsequent revenue laws) as may be selected by the last Board of Directors, it being intended that no distribution or payment shall be made which will impair or destroy the tax exempt status of the Corporation or which will result in the denial of tax exempt status to donations, contributions, legacies, bequests, or dues received by the Corporation, to the extent that such tax exempt status will be allowed under any applicable laws or regulations. Furthermore, none of the assets will be distributed to any members, directors or officers of the Corporation.

**Article XIII**  
**Registered Office and Registered Agent**

The registered office address of the Corporation is 500 South Florida Avenue, Suite 800, Lakeland, Florida, 33801. The Corporation registered agent is Timothy F. Campbell, Esquire, located at 500 South Florida Avenue, Suite 800, Lakeland, Florida, 33801.

**Article XIV**  
**Incorporator**

The name and address of the incorporator of the Corporation (the "Incorporator") is as follows:

Name: Timothy F. Campbell, Esquire

Address: 500 South Florida Avenue, Suite 800, Lakeland, Florida, 33801.

**IN WITNESS WHEREOF**, the undersigned Incorporator makes and subscribes to these Articles of Incorporation for the purposes herein set forth on this 30<sup>th</sup> day of October, 2012.

**Incorporator:**

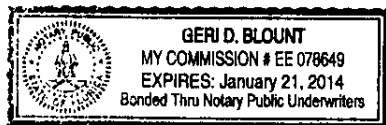
By: Timothy F. Campbell

Name: Timothy F. Campbell

STATE OF FLORIDA  
POLK COUNTY

The above Articles of Incorporation was executed, acknowledged and delivered before me by on this 30<sup>th</sup> day of October, 2012, by Timothy F. Campbell, Esquire, as Incorporator for the Florida Polytechnic University Foundation, Inc., who is personally known to me or who has produced \_\_\_\_\_ as identification.

(NOTARY SEAL)



Geri D. Blount

(Signature of Notary Public-State of Florida)

Printed Name: GERI D. BLOUNT

My Commission Expires: 1/21/14

My Commission No.: EE 078649

CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Pursuant to the provisions of Section 617.0501, Florida Statutes, Florida Polytechnic University Foundation, Inc., 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 Florida Polytechnic University Foundation, Inc.
2. The name and address of the registered agent and office are:
  - a. Timothy F. Campbell, Esquire
  - b. 500 South Florida Avenue, Suite 800, Lakeland, Florida, 33801.

Having been named as registered agent and to accept service of process for Florida Polytechnic University at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the performance of his duties, and is familiar with and accepts the obligations of his position as registered agent.

By: \_\_\_\_\_

Print Name: Timothy F. Campbell

Date: October 30, 2012

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