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Locke Lord Edwards

Division of Corporation

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**FLORIDA PROFIT/NON PROFIT CORPORATION  
Florida Universities' Institute to Control Influenza**

Certificate of Status	1
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Page Count	06
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STATE OF FLORIDA  
NON FOR PROFIT CORPORATION

ARTICLES OF INCORPORATION  
OF

FLORIDA UNIVERSITIES' INSTITUTE TO CONTROL INFLUENZA, INC.

FLORIDA UNIVERSITIES' INSTITUTE TO CONTROL INFLUENZA, INC. (the "Corporation"), a corporation organized and existing under and by virtue of Section 617 of the Florida Statutes, as amended, "the Florida Not For Profit Corporations Act" (the "Act"), does hereby certify that:

ARTICLE I.  
NAME AND ADDRESS

The name of the Corporation is Florida Universities' Institute to Control Influenza, Inc. The principal office of the Corporation shall initially be located at 12085 Research Drive Alachua, FL 32615.

ARTICLE II  
TERM OF EXISTENCE

The period of its duration is perpetual.

ARTICLE III  
NATURE OF BUSINESS

The Corporation is organized and shall be operated exclusively for charitable, educational and/or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Such purposes shall include, but shall not be limited to, the following:

(a) To form partnerships with public and private organizations to develop programs to control influenza and other diseases for which vaccines are available, and to assess the outcome of such programs.

(b) To arrange for the necessary facilities and equipment needed by the Corporation to develop such programs

(c) To conduct and carry on such other and related activities as may be necessary or desirable or incident to gaining recognition of this corporation and the attainment of its purposes.

(d) To solicit grants and contracts, and collect, raise and obtain money for any of the purposes of this corporation.

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(e) To carry on all or any of the activities of this corporation and in connection therewith to incur any indebtedness or liability deemed necessary or advisable.

(g) To exercise all powers that are, or may hereafter be conferred upon corporations formed under Chapter 617 of the Florida Statutes, and to do any and all such other acts and things necessary, desirable or appropriate to carry out or accomplish any of the purposes of this corporation.

#### ARTICLE IV REGULATION OF INTERNAL AFFAIRS

Provisions for the regulation of the internal affairs of the Corporation, including provisions for the distribution of assets on dissolution or final liquidation, are:

(a) The Corporation shall be a not for profit corporation and shall have no authority to issue capital stock.

(b) The Corporation shall not be a membership corporation, but shall be operated, managed and controlled solely by its Board of Directors.

(c) The affairs and business of the Corporation shall be managed by a Board of Directors having at least three (3) members. Each member of the Board of Directors shall have one vote. The directors and officers of the Corporation, terms of office, method of selection, respective duties, and all things pertaining thereto, are defined and established by the Bylaws of the Corporation.

(d) Without in any way limiting the foregoing, the Corporation shall have those powers granted by Chapter 617 of the Florida Statutes, as amended.

(e) No part of the assets of the Corporation and no part of any net earnings of the Corporation shall be divided among or inure to the benefit of any member, officer or director of the Corporation or any private individual or be appropriated for any purposes other than the purposes of the Corporation as herein set forth; and no substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation except to the extent that the Corporation makes expenditures for purposes of influencing legislation in conformity with the requirements of Section 501(h) of the Internal Revenue Code; and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation or the Bylaws of the Corporation, the Corporation shall not carry on any activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

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(f) Except as otherwise provided by law, the Corporation may at any time dissolve by the affirmative vote of all of the members of the Board of Directors. Upon the liquidation or dissolution of the Corporation, after payment of all of the liabilities of the Corporation or due provision therefor, all of the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or shall be distributed to a federal, state or local government, for a public purpose.

(g) In the event that the Corporation is a private foundation as that term is defined in Section 509 of the Internal Revenue Code, then notwithstanding any other provisions of the Articles of Incorporation or the Bylaws of the Corporation, the following provisions shall apply:

- i. The Corporation shall distribute the income of each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code.
- ii. The Corporation shall not engage in any act of self dealing as defined in Section 4941(d) of the Internal Revenue Code; nor retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; nor make any investments in such manner as to incur tax liability under Section 4944 of the Internal Revenue Code; nor make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

(h) Except as may otherwise be required by law, the Corporation may, at any time, by the affirmative vote of all of the members of the Board of Directors, merge or consolidate with or into any corporation in such manner that the surviving corporation is organized and operated exclusively for charitable, educational and/or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code.

(i) All references herein: (i) to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986, as now in force or hereafter amended; and (ii) to particular sections of the Internal Revenue Code shall be deemed to refer to similar or successor provisions hereafter adopted.

#### ARTICLE V INDEMNIFICATION

(a) The Corporation shall to the fullest extent permitted by law indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

(b) The Corporation may pay in advance any expenses (including attorneys' fees) that

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may become subject to indemnification under paragraph (a) above if the person receiving the advance payment of expenses undertakes in writing to repay such payment if it is ultimately determined that such person is not entitled to indemnification by the corporation under paragraph (a) above.

(c) The indemnification provided by paragraph (a) above shall not be exclusive of any other rights to which a person may be entitled by law, bylaw, agreement, vote or consent of directors, or otherwise.

(d) The indemnification and advance payment provided by paragraphs (a) and (b) above shall continue as to a person who has ceased to hold a position named in paragraph (a) above and shall inure to such person's heirs, executors, and administrators.

(e) The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or who serves or served at the Corporation's request as a director, officer, employee, agent, partner, or trustee of another corporation or of a partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have power to indemnify such person against such liability under paragraph (a) above.

(f) If any provision in this Article shall be invalid, illegal, or unenforceable, the validity, legality, and enforceability of the remaining provisions shall not in any way be affected or impaired thereby, and, to the extent possible, effect shall be given to the intent manifested by the provision held invalid, illegal, or unenforceable.

#### ARTICLE VI CERTAIN LIMITATIONS ON LIABILITY OF DIRECTORS

Except to the extent that the Act prohibits the elimination or limitation of liability of directors for breach of the duties of a director, no director of the Corporation shall have any personal liability for monetary damages for any statement, vote, decision, or failure to act, regarding corporate management or policy. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

#### ARTICLE VII REGISTERED AGENT

The street address of the registered office of the Corporation is 12085 Research Drive Alachua, FL 32615 and the Corporation's registered agent at such address is J. Glenn Morris, Jr.

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**ARTICLE VIII  
INITIAL DIRECTORS**

The names and addresses of the persons who are to serve as the initial directors until the first annual election of directors pursuant to the by-laws of the corporation are:

Name	Address
J. Glenn Morris, Jr.	12085 Research Drive Alachua, FL 32615
Joan Castleman	4330 SW 77 <sup>th</sup> St., Gainesville, FL 32608
Kathleen Ryan	2435 NW 38 <sup>th</sup> Drive, Gainesville, FL 32605
Parker Small	3454 NW 12 <sup>th</sup> Ave., Gainesville, FL, 32605
James Hughes	824 West Ponce de Leon Ave., Decatur, GA 30030

**ARTICLE IX  
INCORPORATOR**

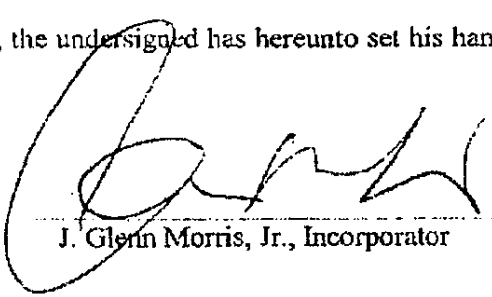
The name and address of the incorporator to these Articles of Incorporation is:

J. Glenn Morris, Jr.  
12085 Research Drive Alachua, FL 32615

**ARTICLE X  
AMENDMENTS**

The Corporation reserves the right to amend, alter or repeal any provisions contained in these Articles of Incorporation from time to time and at any time in the manner now or hereafter prescribed in these Articles of Incorporation and by the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 18<sup>th</sup> day of October, 2015.

  
J. Glenn Morris, Jr., Incorporator

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM

PROCESS MAY BE SERVED

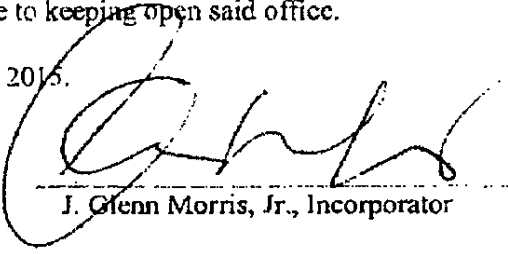
The following is submitted in accordance with the requirements of Chapter 48.091, Florida Statutes:

Florida Universities' Institute to Control Influenza, Inc., desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation, in the City of Gainesville, County of Alachua, State of Florida, has named **J. Glenn Morris, Jr.**, located at **12085 Research Drive Alachua, FL 32615** as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 48.091, F.S. relative to keeping open said office.

Accepted this 18<sup>th</sup> day of October, 2015.

  
J. Glenn Morris, Jr., Incorporator

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