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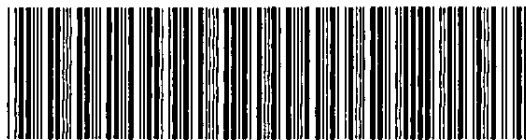
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DEPARTMENT OF STATE
16 APR 28 PM 3:08
NOT ATTACHED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

APPROVED
AND
FILED
16 APR 28 PM 3:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

78190

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

SUBJECT: Florida State University Athletics Association, Inc.

(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Carolyn A. Egan

Name (Printed or typed)

222 S. Copeland Street, Westcott Building, Suite 424

Address

Tallahassee, FL 32306-1400

City, State & Zip

(850) 644-4440

Daytime Telephone number

cegan@fsu.edu

E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

APPROVED
AND
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16 APR 28 PM 3:26

ARTICLES OF INCORPORATION OF
Florida State University Athletics Association, Inc.
(A Not-For-Profit Corporation)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name

The name of this corporation is Florida State University Athletics Association, Inc. and its principal place of business and mailing address shall be located at 222 South Copeland Street, Suite 424, Tallahassee, FL 32304-1400.

ARTICLE II

Enabling Law

This corporation is organized pursuant to the Florida Not for Profit Corporation Act.

ARTICLE III

Purposes

Section 1. This corporation is organized and shall be operated exclusively for scientific and educational purposes and not for pecuniary profit. The corporation shall be operated exclusively for the benefit of The Florida State University. The corporation is a university direct-support organization within the definition of Section 1004.28, Florida Statutes, and as such is organized and operated exclusively to receive, hold, invest, and administer property for the benefit of The Florida State University.

The purposes of the Corporation include providing financial and administrative support to the University's varsity sports as deemed necessary and appropriate by the University President.

Section 2. All the assets and earnings of the corporation shall be used exclusively for the exempt purposes set forth above.

ARTICLE IV

Powers and Limitations on Powers

Section 1. This corporation shall have all the powers and authority as are now or may hereafter be granted to not for profit corporations under the laws of the State of Florida.

Section 2. No part of the net earnings shall inure to the benefit of any individual, and no substantial part of its activities shall be for the carrying out of a program of propaganda or otherwise attempting to influence legislation. The corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal

income taxation under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent revenue laws) or by any organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent revenue laws). The corporation shall have no capital stock, pay no dividends, distribute no part of the income to its members, directors, or officers, and the private property of the subscribers, members, directors, and officers shall not be liable for the debts of the corporation. The corporation shall not have the power to convey, lease, pledge, or otherwise encumber assets of the State of Florida.

ARTICLE V

Incorporator(s)

The name and address of each incorporator is as follows:

NAME	ADDRESS
John E. Thrasher	222 South Copeland St Suite 211 Tallahassee, FL 32306-1470

ARTICLE VI

Membership

Section 1. The membership of this corporation shall consist of persons who are interested in the economic and educational purposes of the corporation and who meet such additional qualifications as may be prescribed in the bylaws of this corporation. Qualified persons shall become members of the corporation as provided herein.

Section 2. The voting and other rights and privileges of members and the provisions for termination of membership shall be as set forth in the bylaws of this corporation.

ARTICLE VII

Board of Directors and Management

Section 1. The affairs of the corporation shall be managed by a Board of Directors who shall serve without compensation. The Board of Directors shall consist of not less than three directors who shall be appointed by the President of The Florida State University [President]. Additional directors may be provided and chosen as may be provided in the Bylaws, however, in no event shall less than fifty percent of the directors be appointed by the President.

Section 3. The President of The Florida State University shall have authority and responsibility to monitor and control the use of the University's resources and name.

ARTICLE VIII

Officers

Section 1. The officers of this corporation shall be a Chair, Vice Chair, Secretary, Treasurer, and such other officers as may be provided for in the bylaws.

Section 2. The qualifications of officers, the time and manner of electing or appointing them, the duties of and the term of office, and the manner of removing officers shall be as set forth in the bylaws.

ARTICLE IX

Location of Registered Office and Registered Agent

The address of the initial registered office of this corporation is the Office of the General Counsel, Room 424, Westcott Building, Tallahassee, Florida 32306-1400, and the name of this corporation's initial registered agent at such address is Carolyn Egan, General Counsel. Copies of all papers should also be sent to President John E. Thrasher, 211 Westcott, Florida State University, Tallahassee, FL 32306

ARTICLE X

Amendments to Bylaws and Articles of Incorporation

The Bylaws of the corporation shall be adopted at the first meeting of the Board of Directors and may be adopted, altered, amended, or repealed by a majority vote of the Board of Directors at any regular or special meeting of the Board, or by all directors signing a written statement manifesting their intention that the Bylaws be adopted, altered, amended, or repealed, and in all instances, with the written concurrence of the President of The Florida State University and the approval of the Board of Trustees of the Florida State University ; provided, however, in the event of any meeting, notice thereof, which shall include the text of the proposed change to the Bylaws, shall be furnished in writing to each director of the corporation, at least twenty (20) days prior to the meeting at which such Bylaws alteration shall be voted upon.

The Articles of Incorporation of the corporation may be amended by three fourths (3/4) vote of the Board of Directors at any regular or special meeting of the Board or by all directors signing a written statement manifesting their intention that an amendment to the Articles of Incorporation be adopted, and in all instances, with the written concurrence of the President of The Florida State University and the approval of the Board of Trustees of the Florida State University; provided, however, with respect to any meetings, notice thereof, which shall include the text of the proposed change to the Articles of Incorporation, shall be furnished in writing to each member of the corporation at least twenty (20) days prior to the meeting at which such Amendment of the Articles of Incorporation is to be voted upon.

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AND
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ARTICLE XI

Term of Existence

SECRETARY OF STATE
TALLAHASSEE FLORIDA

This corporation shall commence corporate existence upon the date of signing these articles of incorporation by the incorporators and shall have perpetual existence unless it shall be dissolved pursuant to the laws of the State of Florida and these Articles of Incorporation.

ARTICLE XII

Dissolution


Upon dissolution or winding up of this corporation, all of its assets remaining after payment of all costs and expenses of such dissolution shall be disbursed to the Florida State University Foundation, Inc., a Florida Corporation not for profit, if then qualified under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954 and pertinent Treasury Regulations (or corresponding provisions of any subsequent revenue laws), or, if not, to a not-for profit corporation to be named by the Florida State University Board of Trustees, provided that the proposed recipient corporation then qualifies under the provisions of Sections 501(c)(3) and 170(c)(2) of the Code and pertinent Treasury Regulations (or corresponding provisions of any subsequent revenue laws). The name of such entity will be included in the decertification request to the Board of Trustees of the Florida State University. None of the assets will be distributed to any members, directors, or officers of this corporation.



Registered Agent

3/28/16

Date



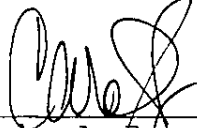
Incorporator

4/3/16

Date

ACCEPTANCE BY REGISTERED AGENT

Having been appointed Registered Agent for the above corporation, the undersigned hereby accepts such appointment. The undersigned certifies that the undersigned is familiar with, and accepts, the obligations of that position as provided by Florida Statutes.



Carolyn A. Egan
222 S Copeland Street,
Westcott Building, Suite 424
Tallahassee, FL 32306