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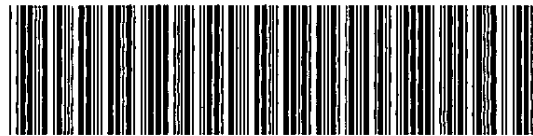
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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

June 18, 2008

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

Re: University of Florida Research Foundation, Incorporated
Amended and Restated Articles of Incorporation

Dear Sir/Madam: Enclosed for filing are Amended and Restated Articles of Incorporation for the above-referenced corporation and a check for the filing fee and a certified copy in the amount of \$43.75. Please send the certified copy to me at the address above. Thank you.

Sincerely,

A handwritten signature in black ink, appearing to read "Michael W. Ford".

Michael W. Ford
Senior University Counsel

FILED

2008 JUN 20 PM 1:45

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
UNIVERSITY OF FLORIDA RESEARCH FOUNDATION, INCORPORATED**

TO: Department of State
Tallahassee, Florida 32304

The undersigned, as Chairperson of the Board of Directors and Secretary of University of Florida Research Foundation, Incorporated ("Corporation"), a not-for-profit corporation organized for scientific and educational purposes under the provisions of Chapter 617, Florida Statutes, do hereby certify:

That the original Articles of Incorporation for the Corporation were filed with the Florida Secretary of State on August 11, 1986; and

That an amendment to the Articles of Incorporation was filed with the Florida Secretary of State on May 7, 1990; and

That on June 13, 2000, the Board of Directors voted to amend and restate in their entirety the current Articles of Incorporation of the Corporation by a two-thirds vote of its directors as provided for in the current Articles of Incorporation of the Corporation; and

That no member approval is required to amend and restate in their entirety the current Articles of Incorporation of the Corporation; and

That any amendments included in this Restatement have been adopted pursuant to Section 617.1007, Florida Statutes.

NOW, THEREFORE, based on the foregoing, it is resolved that the Articles of Incorporation are hereby amended and restated in their entirety as follows:

ARTICLE I

Name

The name of this corporation is the University of Florida Research Foundation, Incorporated.

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 University of Florida. The purposes of this corporation include the promotion and encouragement of, and assistance to, the research and training activities of faculty, staff, and students of the University of Florida through income from contracts, grants, and other sources, including, but not limited to, income derived from or related to the development and commercialization of University work products. The corporation shall provide means by which discoveries, inventions, processes, and work products of faculty, staff, and students of the University may be patented, developed, applied, and utilized in order that the results of such research shall be made available to the public and that funds be made available from such discoveries, inventions, processes, and work products for further research at the University of Florida.

Section 2. All the assets and earnings of the corporation shall be used exclusively for the exempt purposes set forth above, including the payment of expenses incidental thereto. 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.

ARTICLE IV

Powers

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

ARTICLE V

Membership

Section 1. The membership of this corporation shall consist of persons who are interested in the scientific 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 upon approval or acceptance in any manner authorized by the Board of Directors.

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 VI

Board of Directors

Section 1. The Board of Directors of the corporation shall consist of not less than three nor more than twelve persons who shall be chosen as provided in the bylaws.

Section 2. The Board of Directors may, pursuant to a resolution adopted by a majority of the full Board, designate three or more of its members to constitute an Executive Committee, which, to the extent provided in such resolution, may exercise the powers of the Board.

ARTICLE VII

Officers

Section 1. The officers of this corporation shall be a President, 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 VIII

Address and Registered Agent

The address of this corporation and the registered office of this corporation is 223 Grinter Hall, Post Office Box 115500, Gainesville, FL 32611-5500, and the name of this corporation's registered agent at such address is Winfred M. Phillips.

ARTICLE IX

Bylaws

Bylaws will be adopted at the first meeting of the Board of Directors. Such bylaws may be amended or repealed, in whole or in part, by the directors in the manner provided therein. Any amendments to the bylaws shall be binding on all members of this corporation.

ARTICLE X

Amendment of Articles

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors, and such proposed amendments shall be submitted for review to the President of the University of Florida. Proposed amendments approved by the President of the University of Florida may then be adopted by a vote of two-thirds (2/3) of the directors of this corporation.

ARTICLE XI

Term of Existence

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

ARTICLE XII

Dissolution

Upon dissolution or winding up of this corporation, all of its assets remaining after the payment of all costs and expenses of such dissolution shall be disbursed to the University of Florida Foundation, Incorporated, provided that it is exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent revenue laws), or in the event that such organization is not in existence or the University of Florida Foundation, Incorporated, is not exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent revenue laws), the remaining assets of the corporation shall be distributed to such scientific, educational and charitable organizations ruled exempt by the Internal Revenue Service under Section 501(c)(3) and Section 170(c)(2) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent revenue laws), as may be selected by the last Board of Directors, and none of the assets will be distributed to any members, directors, or officers of this corporation.

In WITNESS WHEREOF, the undersigned have made and subscribed to these Amended and Restated Articles of Incorporation for the purposes therein set forth, all as of this 10th day of June, 2008.

J. Bernard Machen
Chairperson of Board of Directors

Frank P. [Signature]
Secretary

STATE OF FLORIDA)
)ss
COUNTY OF ALACHUA)

Sworn to and subscribed by J. Bernard Machen, as Chairperson of the Board of Directors, who personally appeared before me this 10th day of June, 2008 and who acknowledged before me that he is a party to the above and foregoing Amended and Restated Articles of Incorporation, and further acknowledges that these Amended and Restated Articles of Incorporation to be his act and deed as the signer thereof, and that the facts therein contained are true.

Personally known X /Produced _____ as Identification _____.

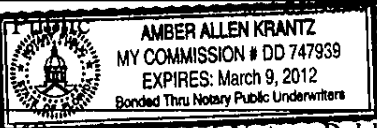
Etta L. Wheeler
Notary Public

(Printed Name of Notary Public)
Etta L. Wheeler
Commission # DD319315
Expires July 4, 2008
Commission Expires _____

STATE OF FLORIDA)
)ss
COUNTY OF ALACHUA)

Sworn to and subscribed by Frank P. Ward, as Secretary, who personally appeared before me this 5 day of June, 2008 and who acknowledged before me that he is a party to the above and foregoing Amended and Restated Articles of Incorporation, and further acknowledges that these Amended and Restated Articles of Incorporation to be his act and deed as the signer thereof, and that the facts therein contained are true.

Personally known X /Produced _____ as Identification _____.

Amber Allen Krantz
Notary Public

(Printed/Typed Name of Notary Public)

Commission Number _____

My Commission Expires _____

RESIDENT AGENT'S ACCEPTANCE

Having been named to accept service of process for University of Florida Research Foundation, Incorporated, at the place designated in the foregoing Amended and Restated Articles of Incorporation, I hereby agree to act in such capacity and agree to comply with the provision of the applicable law relative to keeping open an office for such purpose.

/s/ Frank P. Ward
Resident Agent