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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

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

SUBJECT: ICUF INDEPENDENT PRESS, 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: Danie Turner
Name (Printed or typed)

542 E. Park Ave.
Address

Tallahassee FL 32301
City, State & Zip

850-681-3188 Ext. 201
Daytime Telephone number

dturner@icuf.org
E-mail address: (to be used for future annual report notification)

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

**ARTICLES OF INCORPORATION
OF
ICUF INDEPENDENT PRESS, INC.
A FLORIDA NOT-FOR-PROFIT CORPORATION**

FILED
17 AUG 18 PM 1:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, do hereby associate together for the purpose of forming a Corporation not for profit and organized solely for general educational purposes pursuant to the "Florida Not For Profit Corporation Act" set forth in Chapter 617 of the Florida Statutes, providing for the formation, liabilities, rights, privileges, benefits, obligations and immunities conferred and imposed on corporations and for the transaction of business with and under the following charter.

**ARTICLE I
NAME AND LOCATION**

The organization shall be known as the ICUF Independent Press, Inc., a Florida Corporation not for profit. The address of the principle place of business of this Corporation is 542 East Park Avenue, Tallahassee, Florida 32301.

**ARTICLE II
TERM OF EXISTENCE**

The existence of the Corporation shall be perpetual unless or until the Corporation may be dissolved according to law.

**ARTICLE III
POWERS**

This Corporation shall have all statutory powers granted to a not for profit corporation by the State of Florida, under the Florida Not for Profit Corporation Act in Chapter 617 of the Florida Statutes, and as amended from time to time, including but not

limited to, the power to contract, sue and be sued, to purchase and hold personal property and to perform all other lawful acts necessary for the accomplishments of the objectives set forth in these Article of Incorporation.

ARTICLE IV PURPOSE

The general purpose for which this Corporation is formed is to operate exclusively for educational publishing purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent Federal Tax Laws. Included in such purposes is the publication of academic and non-academic books, journals, pamphlets, and articles, among other materials and documents, either in an online or print format. It shall be a non-profit, tax-exempt educational publisher operated mostly for the benefit of the institutions that make up the membership of the Independent Colleges and Universities of Florida, Inc. (hereinafter referred to as ICUF).

ARTICLE V RESTRICTIONS AND INTERPRETATION

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.
2. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempt to influence legislation, and the corporation shall not

participate in, nor intervene in (including the publication of materials) any political campaign on behalf of any candidate for public office.

3. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) (the "Code") or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.
4. It is intended by the provisions of these Articles of Incorporation that the Corporation shall possess the status of an organization exempt from federal income taxation under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986 as now in force or hereafter amended. Accordingly, no part of the affairs of the Corporation shall be administered, directly or indirectly, in any manner whatsoever which might jeopardize the tax exempt status of the Corporation.

ARTICLE VI GOVERNMENT

SECTION 1. BOARD OF DIRECTORS

The policies and control of the Corporation are vested in a Board of Directors. This Board shall consist of no more than fifteen (15) members. The members of the Board of Directors shall be elected as stated in the Bylaws for a term of three years and are eligible for re-election. One of these members shall be the Chairman of ICUF's Council of Presidents. One of these members shall be a President of one of the Independent Colleges and Universities of Florida (ICUF) member institutions and shall be appointed by the ICUF

Council of Presidents. The President and CEO of ICUF shall also be a member of the Board of Directors and shall serve as the Corporation's Secretary-Treasurer.

SECTION 2. OFFICERS OF THE BOARD

The Board of Directors shall elect from its membership a Chair and Vice Chair and confirm the appointment of the ICUF President and CEO as Secretary-Treasurer. Officers shall service terms of two years and are eligible for re-election. The annual election of officers shall occur at the meeting preceding the annual meeting or at the annual meeting.

SECTION 3. EXECUTIVE COMMITTEE

The Board of Directors may delegate to an Executive Committee full and complete authority to act for the Board of Directors between meetings of the Board of Directors.

1. The Executive Committee shall be composed of the officers of the Corporation and the President and CEO of ICUF.
2. The Chair of the Board of Directors shall also be the Chair of the Executive Committee.
3. The immediate Past Chair of the Board of Directors will become an ex-officio member of the Executive Committee following the completion of his or her term as Chair.

SECTION 4. POWERS OF THE BOARD

The Board of Directors shall have all necessary and appropriate powers not inconsistent with the law which will enable it to provide effectively for the operation of the

Corporation and the accomplishment of its purposes. These powers include the power to: solicit and accept gifts, grants, endowments and other aids from any source and participate in any government program to carry out the purposes of the organization; receive, hold, invest and administer property and to make expenditures to or for the benefit of the organization; sue and be sued; make and execute contracts; invest funds not required for immediate disbursement; segregate contributions and payments to the organization into various accounts and funds; engage necessary personnel for administrative and technical assistance; procure insurance against any loss in connection with the property, assets, and activities of the organization; establish other policies, procedures, and criteria to implement the purposes of the Corporation.

ARTICLE VII BYLAWS

The Corporation shall adopt Bylaws at its first corporate meeting and the Bylaws of the Corporation may be altered or rescinded only in such manner as said Bylaws provide.

ARTICLE VIII AMENDMENTS TO ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended at any regular or special meeting of the Board of Directors by a two-thirds (2/3) vote of the entire Board, provided, however, that any such proposed amendment or amendments be first mailed or emailed to each member of the Board of Directors at least thirty days prior to such regular or special meeting.

**ARTICLE IX
REGISTERED AGENT**

The name and Florida street address of the registered agent is:

Robert J. Boyd, Esquire
Sachs Sax Caplan
660 East Jefferson Street
Suite 102
Tallahassee, Florida 32301

**ARTICLE X
INCORPORATORS**

The name and address of each incorporator are as follows:

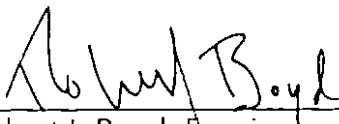
Name:	Address:
Ed H. Moore, Ph. D.	President and CEO, ICUF 542 East Park Avenue Tallahassee, Florida 32301
William Fleming	President, Palm Beach Atlantic University 901 South Flagler Drive West Palm Beach, Florida 33401

**ARTICLE XI
SPECIAL PROVISIONS**

Every Director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceedings to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or officer of the Corporation, whether or not he is a Director or officer at the time such expenses are incurred, except in such cases wherein the Director or officer is adjudged guilty of willful misfeasance, nonfeasance or malfeasance in the performance of his duties; provided that, in the event of any claim for reimbursement or indemnification

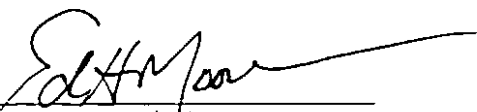
hereunder based upon a settlement by the Director or officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.


REGISTERED AGENT SIGNATURE

 7-25-17
Robert J. Boyd, Esquire
Sachs Sax Caplan

I hereby accept the duties and responsibilities as Registered Agent for the Corporation under s. 617.0501, Florida Statutes, by signing above.

IN WITNESS WHEREOF, we the undersigned, being incorporators of this Corporation, for the purposes of forming this not for profit Corporation under the laws of Florida, have executed these Articles of Incorporation on this 4th day of August, 2017.

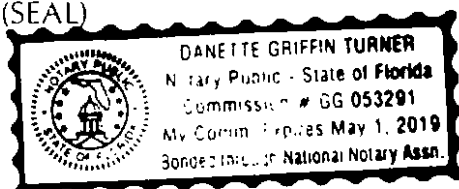

Ed H. Moore, Ph.D.
Incorporator
Member, Board of Directors
Secretary-Treasurer

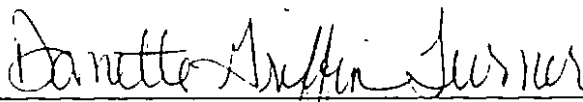

William Fleming
Incorporator
Member, Board of Directors

STATE OF FLORIDA
COUNTY OF LEON

The foregoing Articles of Incorporation was acknowledged before me this 31st day of July, 2017, by Ed H. Moore, Ph.D., who is personally known to me or who has produced _____ as identification.

(SEAL)




Print, Type or Stamp Name of Notary

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing Articles of Incorporation was acknowledged before me this 4th day of July, 2017, by William Fleming, who is personally known to me, or who has produced _____ as identification.

DANITA L. JOELL

Print, Type or Stamp Name of Notary

(SEAL)



Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Robert J. Boyd
Robert J. Boyd, Esquire

7-25-17
Date