

N41028

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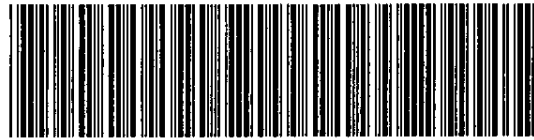
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

*Avstart*

APR 23 2012

T. LEWIS

## COVER LETTER

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

SUBJECT: Florida Atlantic University Research Corporation  
(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: Jack B. Ludin, Deputy General Counsel  
Name (Printed or typed)

777 Glades Road, ADM 370  
Address

Boca Raton, FL 33431  
City, State & Zip

(561) 297-3007  
Daytime Telephone number

jludin@fau.edu  
E-mail address: (to be used for future annual report notification)

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



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

March 27, 2012

JACK B. LUDIN, DEPUTY GENERAL COUNSEL  
777 GLADES ROAD, ADM 370  
BOCA RATON, FL 33431

SUBJECT: FLORIDA ATLANTIC UNIVERSITY RESEARCH CORPORATION  
Ref. Number: N41028

We have received your document for FLORIDA ATLANTIC UNIVERSITY RESEARCH CORPORATION and check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Thelma Lewis  
Document Specialist Supervisor

Letter Number: 512A00010331

FILED

12 APR 23 PM 12:41

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

First Amended and Restated

ARTICLES OF INCORPORATION

OF THE FLORIDA ATLANTIC UNIVERSITY RESEARCH CORPORATION

ARTICLE I

Name

The name of this Corporation is the Florida Atlantic University Research Corporation ("FAU Research Corporation" or "the Corporation") and its principal place of business and mailing address is 777 Glades Rd, Boca Raton, FL 33431.

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, not for pecuniary profit, and as a direct-support organization for Florida Atlantic University, as defined in Section 1004.28, Florida Statutes. Among other not for profit purposes, 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 Florida Atlantic University through income derived from or related to the use, development, and commercialization of University work product. Among other things, 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, utilized, and licensed in order that the results of such research shall be made available to the public and that funds be made available from such discoveries, invention, processes, and work products for further research and academic endeavors at Florida Atlantic University.

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.

#### ARTICLE IV

Section 1. Powers. The 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. Upon certification as a direct support organization by Florida Atlantic University's Board of Trustees, the Corporation shall be authorized to use the property, facilities and personal services of Florida Atlantic University, to receive, hold, invest or administer assets or property and to make expenditures for the benefit of Florida Atlantic University in accordance with Florida law.

Section 2. Limitations on Powers. The Corporation shall not have the power to:

- A. Take any action in violation of Chapter 617, Florida Statutes, or these Articles of Incorporation.
- B. Conduct any activities not permitted to be carried on by organizations exempt under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, and its regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170 (c)(2) of such Code, and regulations as they now exist or as they may hereafter be amended.

#### ARTICLE V

##### Incorporators

The name and address of each incorporator is as follows:

Name	Address
Barry Rosson Vice President for Research (Interim)	777 Glades Road Boca Raton, FL 33431-0991
Dennis Crudele Vice President for Finance	777 Glades Road Boca Raton, FL 33431-0991

#### ARTICLE VI

##### Membership

Section 1. Members. The members of the Corporation shall be the Board of Directors.

## ARTICLE VII Management

All corporate powers and management of the Corporation shall be exercised by or under the authority of the Corporation's Board of Directors. The Board of Directors shall carry out the purposes of the Corporation in compliance with these Articles of Incorporation and the Corporation's Bylaws. The method of appointment or election of Directors shall be as stated in the Bylaws of this Corporation.

## ARTICLE VIII Officers

Section 1. The officers of this Corporation shall consist of a President, a Secretary, a Treasurer, and such other officers as may be provided 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 Registered Office and Registered Agent

The Board of Directors, hereby designates the Corporation's Registered Office to be located at Florida Atlantic University, 777 Glades Rd, Boca Raton, Florida 33431-0991, and hereby designates and appoints the FAU Deputy General Counsel, Jack Ludin, as registered agent of the Corporation, to accept service of process and any other acts authorized for a registered agent within this State, to serve in such capacity until a successor is selected and duly designated. Written acceptance of appointment as registered agent is filed with these Articles.

## ARTICLE X Amendments to Bylaws and Articles of Incorporation

The Bylaws of the Corporation 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 Florida Atlantic University and subject to the certification of the Florida Atlantic University Board of Trustees as set forth in section 1004.28, Florida Statutes. In the event of any meeting for these purposes, each Director of the Corporation shall be given the written notice, at least ten (10) days prior to any voting taking place. The notice shall include the text of the proposed change to the Bylaws.

The Articles of Incorporation of the Corporation may be amended by two-thirds (2/3rds) 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 Florida Atlantic University and subject to the certification of the Florida Atlantic University Board of Trustees as set forth in section 1004.28, Florida Statutes, 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 ten (10) days prior to the meeting at which such amendment of the Articles of Incorporation is to be voted upon.

#### 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 and Decertification

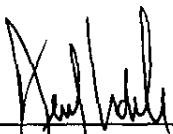
In the event of dissolution of the Corporation, the winding up of its affairs, or other liquidation of its assets, the Corporation's property shall not be conveyed to any organization created or operated for profit or to any individual, and all assets remaining after the payment of the Corporation's debts shall be conveyed or distributed to the Florida Atlantic University Board of Trustees in such manner as the Board of Directors of the Corporation may specify, or if such organization has ceased to exist, to such other organization or organizations that are exempt from the federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 as directed by the Board of Governors of the State of Florida.

In the event of the decertification of the Corporation by the Florida Atlantic University Board of Trustees, the Corporation shall cease using the name of Florida Atlantic University and

shall transfer, convey and disburse all assets and funds to the Florida Atlantic University Board of Trustees

The undersigned, constituting the incorporators of this corporation, for the purpose of forming this corporation not for profit under the laws of the state of Florida, have executed these articles of incorporation this 8 day of February, 2012

  
Barry Rosson

  
Dennis Crudele



STATE OF FLORIDA  
COUNTRY OF PALM BEACH

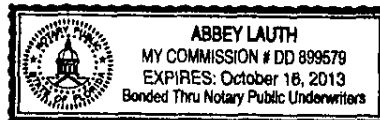
Before me, a notary public duly authorized in the state and county aforesaid to take acknowledgments, personally appeared, Barry Rosson, to me well known person described as an incorporator in and who executed the foregoing First Amended and Restated Articles of Incorporation, and he acknowledged before me that he executed and subscribed to these First Amended and Restated Articles of Incorporation.



Notary Public, State of Florida at Large

My Commission Expires: \_\_\_\_\_

2/9/12



STATE OF FLORIDA  
COUNTRY OF PALM BEACH

Before me, a notary public duly authorized in the state and county aforesaid to take acknowledgments, personally appeared, Dennis Crudele, to me well known person described as an incorporator in and who executed the foregoing First Amended and Restated Articles of Incorporation, and he acknowledged before me that he executed and subscribed to these First Amended and Restated Articles of Incorporation.

 2/9/12

Notary Public, State of Florida at Large

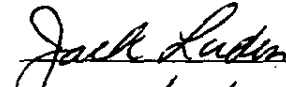
My Commission Expires: \_\_\_\_\_



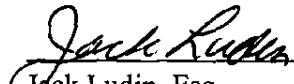
CERTIFICATE DESIGNATING PLACE OF  
BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

FLORIDA ATLANTIC UNIVERSITY RESEARCH CORPORATION, DESIRING TO  
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS  
PRINCIPAL PLACE OF BUSINESS IN THE CITY OF BOCA RATON, STATE OF  
FLORIDA, HAS NAMED JACK LUDIN, ESQ., LOCATED AT 777 GLADES ROAD, ADM  
370, BOCA RATON, FLORIDA 33431-0991 AS ITS AGENT TO ACCEPT SERVICE OF  
PROCESS WITHIN FLORIDA.

  
Dated 3/27/12

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I  
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY  
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND  
COMPLETE PERFORMANCE OF MY DUTIES.

  
Jack Ludin, Esq.  
Dated 2/27/12

**FAU**  

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**FLORIDA ATLANTIC  
UNIVERSITY**

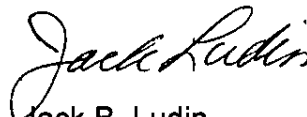
Re: Florida Atlantic University Research Corporation  
Reference No. N41028

The First Amended and Restated Articles of Incorporation of the Florida Atlantic University Research Corporation was unanimously adopted by its Board of Directors on April 5, 2011. The First Amended and Restated Articles of Incorporation do not contain any amendments requiring member approval.

Sincerely,



Dr. Barry Rosson  
President, FAU Research Corporation &  
Vice President for Research



Jack B. Ludin  
Secretary, FAU Research Corporation &  
Deputy General Counsel