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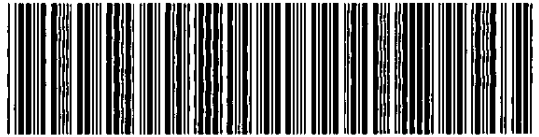
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Amend & Restated Articles

2009 MAR 26 PM 12:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED



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

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

Re: University of Florida Leadership and Education Foundation, Inc.

Dear Sir/Madam:

Enclosed please find Amended and Restated Articles of Incorporation for the above-referenced corporation. A check for \$35.00 for the filing fee is also included.

Sincerely,

A handwritten signature in black ink that reads "Michael W. Ford". The signature is written in a cursive, flowing style.

Michael W. Ford
Senior University Counsel

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF UNIVERSITY OF
OF FLORIDA LEADERSHIP AND EDUCATION FOUNDATION, INC.**

To: Florida Department of State
Tallahassee, FL 32304

The undersigned, as President of University of Florida Leadership and Education Foundation, Inc., a Florida not for profit corporation, does hereby certify:

1. The original name of the Corporation was Florida Leadership Program Foundation, Inc. and the original Articles of Incorporation were filed with the Florida Secretary of State on January 29, 1992.

2. That an amendment to the Articles of Incorporation was filed with the Florida Secretary of State on November 25, 1992.

3. That an amendment to the Articles of Incorporation was filed with the Florida Secretary of State on August 4, 1993.

4. That Amended and Restated Articles of Incorporation changing the name of the Corporation to Florida Leadership and Education Foundation, Inc. was filed with the Florida Secretary of State on June 24, 1996.

5. That an amendment to the Amended and Restated Articles of Incorporation changing the name of the Corporation to University of Florida Leadership and Education Foundation, Inc. was filed with the Florida Secretary of State on June 24, 1998.

6. That on December 14, 2006 Amended and Restated Articles of Incorporation were filed with the Florida Secretary of State.

7. That on December 12, 2008 the Board of Directors of the Corporation voted to amend and restate in its entirety the current Amended and Restated Articles of Incorporation of the Corporation.

8. That no members of the Corporation were entitled to vote on the amendments and the amendments were adopted by the Corporation's Board of Directors.

9. That any amendments included in the Amended and Restated Articles of Incorporation have been adopted pursuant to Section 617.1007(4), Florida Statutes, and there are no discrepancies between the Corporation's Articles of Incorporation as previously amended and the provisions of the Amended and Restated Articles of Incorporation, other than the inclusion of the amendments contained in the Amended and Restated Articles of Incorporation and the omission of matters of historical interest.

The following Amended and Restated Articles will supersede all other articles when approved by the Secretary of State of Florida.

**SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF UNIVERSITY OF
FLORIDA LEADERSHIP AND EDUCATION FOUNDATION, INC.**

**ARTICLE I
NAME**

The name of the Corporation is: University of Florida Leadership and Education Foundation, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE 2
DURATION**

The duration of the Corporation shall be perpetual.

**ARTICLE 3
PURPOSES, LIMITATIONS AND DISSOLUTION**

Section 3.1 Purposes. The Corporation is organized and shall be operated exclusively to further the teaching, research and service mission and goals of the University of Florida and to receive, hold, invest, and administer property and to make expenditures to or for the benefit of the University of Florida. More specifically, the Corporation is organized to further agriculture and natural resources education and related activities, promote agricultural and natural resources leadership and to make contributions to and confer benefits upon the University of Florida

Section 3.2 Limitations. No part of the net earnings of the Corporation shall inure to the benefit of or be distributed 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 Section 3.1 of this Article. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on: (a) by any organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code ("Code"); or (b) by an organization contributions to which are deductible

under Section 170(c)(2) of the Code.

Section 3.3 Dissolution. Upon the dissolution of the Corporation, the Board of Directors shall distribute the assets of the Corporation in accordance with applicable law and, to the extent not inconsistent therewith shall, after paying or making adequate provision for the payment of the liabilities and obligations of the Corporation, and after the return, transfer, or conveyance of assets which are held by the Corporation under a condition requiring their return, transfer or conveyance by reason of dissolution, shall distribute all of the assets of the Corporation to the University of Florida Foundation, Inc. or the University of Florida or to such other organization or organizations organized for the benefit of the University of Florida, Institute of Food and Agricultural Sciences, and exempt from federal income tax under Section 501(c)(3) of the Code.

ARTICLE 4 POWERS

Subject to the restrictions and limitations set forth in Article 3, the Corporation shall have and may exercise all powers, rights and authorities as are now or may hereafter be granted to Corporations not for profit under the laws of the State of Florida, including but not limited to the power, the right and authority to elect or appoint such officers and agents as its affairs shall require and allow them reasonable compensation; to make contracts and incur liabilities; to borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage and pledge of all or some of its assets, carry on its operations and have officers and exercise its powers in any state, territory, district or possession of the United States or any foreign country; to purchase, take, receive, lease, take by gift, devise, or bequest or otherwise acquire, own, hold, improve, use or otherwise deal in and with real or personal property, or any interest therein, wherever situated; to acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses and other rights or interests thereunder or therein; to sell, convey, mortgage, grant security interests in, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property and assets; to purchase, take, receive, subscribe for or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with, shares and other interests in, or obligations of, other domestic or foreign Corporations, whether for profit or not for profit, associations, partnerships or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district or municipality, or of any instrumentality thereof; to lend money for its corporate purposes, invest and reinvest its funds, and take hold real and personal property as security for the payment of funds so loaned or invested; to make donations for the public welfare or for charitable, scientific, educational or other similar purposes; and to exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized, including the power to make guaranties when deemed by the Board of Directors to be furtherance of such purpose or purposes.

**ARTICLE 5
MEMBERSHIP**

Section 5.1 Members. The membership of the Corporation shall consist of those persons described in its Bylaws.

Section 5.2 Nonstock Basis. The Corporation is organized upon a nonstock basis and shall not issue shares of stock. Membership may be evidenced by a certificate of membership.

**ARTICLE 6
BOARD OF DIRECTORS**

Section 6.1 Duties. All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, the Board of Directors, except as otherwise provided by law or in these Articles or the Bylaws of the Corporation. The Board of Directors of the Corporation as of the date of filing of these Amended and Restated Articles of Incorporation shall continue to serve until their terms expire or they are earlier removed as provided herein.

Section 6.2 Number and Appointment. There shall be no less than five (5) and no more than twenty-five (25) directors. The Board of Directors of the Corporation shall consist of the following:

1. Category 1
 - a. Two (2) employees of the Institute of Food and Agricultural Sciences, University of Florida as appointed by the President of the University of Florida upon recommendation of the Senior Vice President for Agriculture and Natural Resources.
2. Category 2
 - a. An individual appointed by the Chair of The University of Florida Board of Trustees.
 - b. The President of the University of Florida or his or her designee.
3. Category 3
 - a. Individuals appointed by the President of the University of Florida upon recommendation from the Senior Vice President for Agriculture and Natural Resources.

**ARTICLE 7
BYLAWS**

Bylaws, not inconsistent with law or these Articles, for the administration of the affairs of the Corporation and the exercise of its corporate powers, shall be adopted by *the* Board of Directors of the Corporation.

**ARTICLE 8
AMENDMENTS**


The Articles of Incorporation and Bylaws of the Corporation may be amended only by a three-fourths (3/4) vote of the Board of Directors of the Corporation. All substantive amendments must be approved by the President of the University of Florida.

**ARTICLE 9
PRESENT REGISTERED OFFICE AND REGISTERED AGENTS**

The street address of the present office of the Corporation is 1008 McCarty Hall, Gainesville, Florida 32611 and the name of the registered agent is Dr. Joseph C. Joyce.

The undersigned, as President of the Corporation, executed these Amended and Restated Articles of Incorporation on the 17th day of FEB, 2009.

UNIVERSITY OF FLORIDA
LEADERSHIP AND EDUCATION
FOUNDATION, INC.

By: 
President

STATE OF FLORIDA
COUNTY OF NASSAU

The above document was acknowledged before me on February 17, 2009
by Michael Branch, as President of University of Florida Leadership and Education
Foundation, Inc. He is personally known to me or provided _____
as identification.

Judy J. Cannon
Notary Public

