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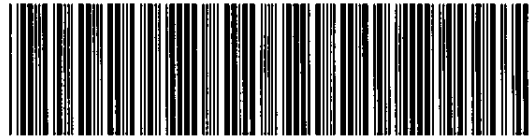
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2015 MAY 18 PM 1:32

Amend/cc
Ca 5/22/15



Foundation

May 14, 2015

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

To Whom It May Concern:

Attached please find both the completed Florida Department of State "Articles of Amendment" form as well as the approved Articles of Amendment to the Articles of Incorporation of the Florida Gulf Coast University Foundation, Inc. Also enclosed please find our check #100792 in the amount of \$43.75 to cover the cost of the filing fee and a certified copy.

Kindly return the certified copy to my attention.

Thank you,

A handwritten signature in cursive script that reads 'Carolyn M. DeLuccia'.

Carolyn M. DeLuccia
Executive Assistant to the
University Advancement Vice President

CDL:c
Enclosures

Articles of Amendment
to
Articles of Incorporation
of

Florida Gulf Coast University Foundation, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

N93000001782

(Document Number of Corporation (if known))

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2015 MAY 18 PM 1:32

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

(Florida street address)

New Registered Office Address:

(City)

, Florida

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
FLORIDA GULF COAST UNIVERSITY FOUNDATION, INC.

1. Article II of the Articles of Incorporation of FLORIDA GULF COAST UNIVERSITY FOUNDATION, INC. is amended to read as follows:

ARTICLE II. PURPOSES

The general nature of the objects and purposes of the Foundation shall be:

To encourage, solicit, receive and administer gifts and bequests of property and funds for scientific, education and charitable purposes, all for the advancement of Florida Gulf Coast University and its objectives; and to that end to take and hold, either absolutely or in trust for any of said purposes, funds and property of all kinds, subject only to any limitation or conditions imposed by law or the instrument under which received; to sell, lease, convey, and dispose of any such property and to invest and reinvest any proceeds and other funds, and to deal with and expend the principal and income for any of said purposes; to act as trustee; and, in general, to exercise any, all, and every power, including trust powers, which a corporation not for profit organized under the laws of Florida for the foregoing purposes can be authorized to exercise.

Upon specific approval of the Foundation's Board of Directors or Executive Committee, to borrow such sums, on such terms and with such security, if any, as may be prescribed in such approval, but no trust assets may be pledged or committed in a manner that would violate the trust upon which held.

All of the assets and income of the Foundation shall be used only for the purposes hereinabove set out, including the payment of expenses incidental thereto; and no part of its assets or income shall be distributable to its members, directors or officers, and no substantial part of its activities shall be for the carrying on of propaganda or otherwise attempting to influence legislations, and the Foundation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from

Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Subject to the restrictions and limitations provided in the following paragraph, in the event of dissolution, or other termination of the Foundation, title to all of its assets shall vest in the Florida Gulf Coast University Board of Trustees, the governing board of Florida Gulf Coast University, or its successors, to be used exclusively for the purposes hereinabove set out. It is intended that no distribution or payment shall be made which will impair or destroy the tax exempt status of the Foundation or which will result in the denial of tax exempt status to donations, contributions, legacies, bequests, or dues received by this Foundation, to the extent that such tax exempt status shall be allowed under any applicable laws or regulations.

Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal tax code, or shall be distributed to the Federal, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction, in the county in which the principal office of the organization is then located, exclusively for such purpose.

2. Article VII. Section 2. of the Articles of Incorporation of FLORIDA GULF COAST UNIVERSITY FOUNDATION, INC. is amended to read as follows:

ARTICLE VII. BOARD OF DIRECTORS

Section 2. The Chair of the Florida Gulf Coast University Board of Trustees may appoint a member to the Board of Directors. The President of Florida Gulf Coast University, or his/her designee, shall serve as a member of the Board of Directors.

3. Article VII. Section 5. of the Articles of Incorporation of FLORIDA GULF COAST UNIVERSITY FOUNDATION, INC. is amended to read as follows:

ARTICLE VII. BOARD OF DIRECTORS


Section 5. The by-laws may provide for the election of an Executive Committee of not less than five members of the Board of Directors, one of whom shall be the Chair of the Florida Gulf Coast University Board of Trustees, or his/her designee, and one of whom shall be the President of Florida Gulf Coast University, or his/her designee, and may authorize such committee to exercise all or part of the powers and authority of the Board of Directors.

4. The foregoing Amendments were adopted by the members and the number of votes cast for the amendment was sufficient for approval on the 11th day of March, 2015.

IN WITNESS WHEREOF, the undersigned Chair of this Corporation has executed these Articles of Amendment on the 11th day of March, 2015.


Miller Couse, Chair

Attest:


Kimberly Johnson, Secretary

The date of each amendment(s) adoption: March 11, 2015, if other than the date this document was signed.

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 3/11/15

Signature Miller Cause
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Miller Cause
(Typed or printed name of person signing)
Chairperson, FCCU Foundation Board of Directors
(Title of person signing)