

# State of Florida



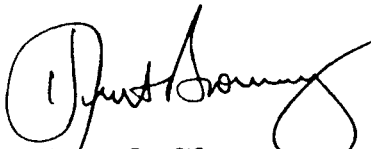
## Department of State

I certify the attached is a true and correct copy of the Amended and Restated Articles of Incorporation, filed on March 13, 2007, for FLORIDA AGRICULTURAL AND MECHANICAL UNIVERSITY FOUNDATION, INC., a Florida corporation, as shown by the records of this office.

The document number of this corporation is 711371.


Given under my hand and the  
Great Seal of the State of Florida  
at Tallahassee, the Capitol, this the  
Fourteenth day of March, 2007



  
Kurt S. Browning  
Secretary of State

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
FLORIDA AGRICULTURAL AND MECHANICAL  
UNIVERSITY FOUNDATION, INC.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
07 MAR 13 PM 4:45

MAR 5 2013  


**Recitals**

The Undersigned, as Chairman and Secretary of the Florida Agricultural and Mechanical University Foundation, Inc. (Corporation) do hereby certify that:

- A. The original Articles of Incorporation of the Corporation were filed on August 18, 1966, with the Florida Secretary of State; and
- B. An amendment was made to the original Articles of Incorporation on August 18, 1969.
- C. On November 18, 2006, the Board of Directors/Members of the Corporation voted to amend and restate the Articles of Incorporation as provided in Article IX of the Articles of Incorporation by a vote of no less than 2/3 of the members of the Board of Directors/Members; and
- D. There are no discrepancies between the Corporation's Articles of Incorporation as previously and the provisions of the duly adopted Amended and Restated Articles of Incorporation other than the inclusion of these amendments and the omission of matters of historical interest.

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

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
FLORIDA AGRICULTURAL AND MECHANICAL  
UNIVERSITY FOUNDATION, INC.**

**ARTICLE I - NAME**

The name of this corporation is Florida Agricultural and Mechanical University Foundation, Inc., a Florida not for profit corporation (hereinafter "Foundation").

**ARTICLE II – PRINCIPAL PLACE OF BUSINESS  
AND MAILING ADDRESS**

The address of the Foundation's principal office is 200 Lee Hall, Florida A&M University, Tallahassee, Florida 32307-6100.

**ARTICLE III – PURPOSES AND POWERS**

The purpose for which the Foundation is organized as follows:

1. To exist and operate solely for scientific, educational, religious and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended.
2. To be organized and operated as a direct-support organization of Florida Agricultural and Mechanical University as defined in Section 1004.28, Florida Statutes, as may be amended or supplemented.
3. To encourage, solicit, receive and administer gifts and bequests of property and funds for scientific, educational and charitable purposes, all for the advancement of Florida Agricultural and Mechanical University and its objectives and purposes and to that end to take and hold either absolutely or in trust for any of said objectives and purposes, funds and property of all kinds, subject only to any limitations 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 purposes herein authorized; 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.

4. To promote and support education; to provide (a) funds which are not provided from public sources for use in the furtherance of the education and welfare of Florida Agricultural and Mechanical University (University), its faculty and students; (b) funds to be used in attracting experienced and outstanding instructors, educators and scientists to such university; (c) educational facilities, including dormitories; (d) scholarships.
5. To do and perform any acts and expend its funds in any manner which the Board of Directors/Members shall determine will be beneficial to education and the University.
6. Upon specific approval of the Board of Directors/Members, 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.
7. All of the assets and income of the Foundation shall be used only for the purposes hereinabove setout, including the payment of expenses incidental thereto; and no part of its assets or income shall be distributable to, nor inure to the benefit of 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 legislation, and the Foundation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of, or in opposition to, any candidate for public office
8. The Corporation be further empowered:
  - (a) To receive by gift, devise, bequeath or otherwise any money or property, absolutely or in trust, to be used either the principal or the income therefrom, either immediately or in the future, for the furtherance of any of the corporate purposes expressed in its charter or for any other purpose which may hereafter be or become within corporate powers.

(b) To receive and hold by gift, bequeath, devise, grant or purchase, any real or personal property including intents, copyrights, royalties, contracts, obligations of individuals or corporations and to use and dispose of the same either as specified by the donor or for the furtherance of the objectives listed above. To receive, invent, disburse and properly account for funds.

(c) To act and perform the duties of trustees or to act in any other fiduciary capacity under deed or trust, will, codicil, patent, agreement either oral or written, or other instrument incidental to and for the purpose of carrying out any of the foregoing objectives or matters and things kindred thereto; and to obligate itself to perform and execute any and all such conditions or trusts.

(d) To enter into contracts with governmental or private agencies or individuals who wish to use the services provided by the corporation and to sue or be sued in regard to such contracts.

(e) To prosecute and/or aid in the prosecution of applications for patents, both foreign and domestic, to develop the commercial value thereof and to assume and pay appropriate expense incurred in connection therewith. To grant license under all patent held, to dispose of rights therein and to receive or collect royalties or other consideration for use of patents or patent rights or interest in devices, articles, or processes to forward the purposes and objectives as listed herein.

(f) To employ personnel as needed to carry out the objectives of the corporation and to purchase equipment and supplies and construct, purchase or rent buildings as needed to carry out the aforesaid objective.

(g) To buy, or otherwise acquire, hold, own, use, export, import, process, develop, assemble, manufacture, sell, assign, lease, exchange, dispose of, license the use of, and otherwise deal in all kinds of goods, wares, merchandise and products of every nature and description and to engage and participate in any industrial, mercantile or manufacturing trade or business of any kind or character whatsoever.

(h) To purchase, lease or otherwise acquire real and personal property and leaseholds thereof and interests therein, and to own, hold, manage, develop,

improve, equip, maintain and operate, and to sell, convey, exchange, lease or otherwise alienate and dispose of, and to mortgage, pledge or otherwise encumber any and all such property and any and all legal equitable rights thereunder and interests therein.

(i) To design, develop, apply for, obtain, register, purchase, lease or otherwise acquire and hold, own, put to use, operate, introduce, exploit and sell, assign or otherwise dispose of any and all trademarks, formulae, secret processes, trade names, brands, distinctive marks, copyrights and all inventions, improvements and processes used in connection with or secured under letters patents or otherwise of the United States or any other country.

9. To exercise all the powers enumerated in Section 617, Florida Statutes, as it now exists or is subsequently amended or superseded, and to do and perform such acts and to have such powers as shall be desirable and necessary in furtherance of any of the powers herein above enumerated which are not in derogation of the laws of the State of Florida.

#### **ARTICLE IV- MEMBERS**

Section 1. Members. The members of the Foundation shall be the Foundation Board of Directors/Members, who shall be the sole voting members of the Foundation.

Section 2. Other Members. The Bylaws may provide for one or more classes of other members, who shall be admitted in such manner and who shall have the rights and privileges as are set forth in the Bylaws but who shall not have the right to vote.

#### **ARTICLE V- TERM OF EXISTENCE**

The Foundation shall have perpetual existence.

#### **ARTICLE VI- MANAGEMENT**

Section 1. Board of Directors/Members

All corporate powers and the affairs of the Foundation shall be managed by a Board of Directors/Members who shall serve without compensation. The Board of

Directors/Members shall be composed of not less than fourteen (14) nor more than thirty-one (31) members. Except as otherwise provided herein, their number, qualification, terms of office, and manner of selection shall be fixed in the Bylaws. The quorum required for the conduct of business shall be fixed in the Bylaws.

The Board of Directors/Members shall carry out the purposes of the Foundation in compliance with these Articles of Incorporation and the Foundation's Bylaws.

Section 2. Committees

The Bylaws may provide for such committees as determined by the Board of Directors/Members, including an Executive Committee. The Executive Committee may be authorized to exercise all or part of the powers and authority of the Board of Directors, between meetings of the Board of Directors/Members.

Section 3. Officers

The officers of the Foundation shall be the Chair, Vice Chair, Secretary, and Treasurer. Their manner of their selection shall be set forth in the Bylaws.

Section 4. The names and addresses of the present officers are as follows:

Chair	Joseph Hatchett, Esq. 301 South Bronough Street Suite 200 Tallahassee, Florida 32301
Vice Chair	Alfreda Blackshear, M.D. 1215 Lee Avenue Tallahassee, Florida 32301
Secretary	Betty Hoizendorf 3041 Woodlawn Road Jacksonville, Florida 32209
Treasurer	Daryl Parks, Esq. 240 N. Magnolia Drive Tallahassee, Florida 32301

**ARTICLE VII - DISSOLUTION**

such organization has ceased to exist, to Florida A&M University, or if such organization has ceased to exist, to such other organization or organizations that are exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code as directed by the Board of Governors of the State of Florida, to be used exclusively for the purposes herein set out, it being intended that no distribution or payment shall be made which will impair or destroy the tax exempt status of 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.

**ARTICLE VIII - AMENDMENTS**

These Articles of Incorporation and Bylaws of the Foundation may be amended at any annual meeting, or at any special meeting called for that purpose, by a two-thirds vote of the members of the Board of Directors in attendance at which a quorum is present and voting throughout.

**ARTICLE IX - BYLAWS**

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

**ARTICLE X- REGISTERED AGENT**


The name and street address of the registered agent is Daryl Parks, Esq., 240 North Magnolia Drive, Tallahassee, Florida 32301.

**CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT**

Having been named as the Registered Agent in these Amended and Restated Articles of Incorporation, I hereby accept and agree to act in this capacity.

1-17-07

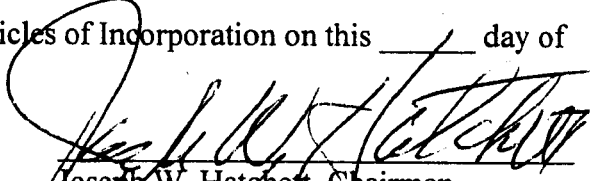
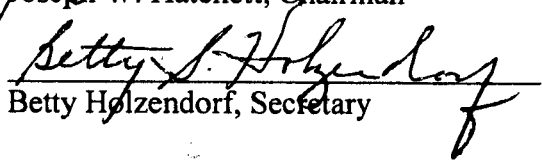
Date



Daryl Parks



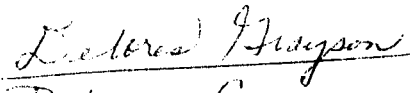
The undersigned, constituting the Chairman and Secretary of the Foundation have executed these Amended and Restated Articles of Incorporation on this \_\_\_\_\_ day of November, 2006.

  
Joseph W. Hatchett, Chairman  
  
Betty Holzendorf, Secretary

STATE OF FLORIDA  
COUNTY OF Leon

BEFORE ME, the undersigned personally appeared Joseph W. Hatchett, to me well known to the person described as the Chairman of the Foundation, and who executed the foregoing Amended and Restated Articles of Incorporation, and he acknowledged before me that he executed and these Amended and Restated Articles of Incorporation.

Notary Public State of Florida at Large  
My commission expires: 4-18-2010  
Dated this 17 day of ~~November~~, 2006.  
December,

  
Delores Grayson



**Delores Grayson**  
Commission # DD542047  
Expires April 18, 2010  
Bonded Troy Fair - Insurance Inc 800-385-7019

STATE OF FLORIDA  
COUNTY OF \_\_\_\_\_

BEFORE ME, the undersigned personally appeared Betty Holzendorf, to me well known to the person described as the Chairman of the Foundation, and who executed the foregoing Amended and Restated Articles of Incorporation, and she acknowledged before me that he executed and these Amended and Restated Articles of Incorporation.

Notary Public State of Florida at Large  
My commission expires:  
Dated this \_\_\_\_\_ day of November, 2006.