

FOURTH AMENDED AND RESTATED  
ARTICLES OF INCORPORATION

OF

UNIVERSITY OF FLORIDA FOUNDATION, INC.

A FLORIDA NOT FOR PROFIT CORPORATION

FILED  
2016 MAY -2 AM 9:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The person signing below, acting as the Executive Vice President of the University of Florida Foundation, Inc. (Foundation), a not for profit corporation under the Florida Not for Profit Corporation Act (Act), as provided in Chapter 617 of the Florida Statutes, certifies that:

A. the original name of the Foundation was University of Florida Endowment Corporation, which name was changed to University of Florida Foundation, Incorporated in the Articles of Incorporation filed on January 9, 1964; and was again changed to University of Florida Foundation, Inc., in the Second Amended and Restated Articles of Incorporation filed on October 9, 1997;

B. a series of amendments were made to the Articles of Incorporation of the Foundation from January 9, 1964 through June 4, 1992;

C. the First Amended and Restated Articles of Incorporation were adopted by the Board of Directors on February 11, 1995;

D. the Second Amended and Restated Articles of Incorporation were adopted by the Board of Directors on September 20, 1997;

E. the Third Amended and Restated Articles of Incorporation were adopted by the Board of Directors on October 9, 2004;

F. the following Fourth Amended and Restated Articles of Incorporation were adopted by at least a majority of all votes cast at a meeting of the Foundation's Executive Board (Board) on March 4, 2016 and have been ratified as provided in the Bylaws; and

G. this number of votes and the ratification were sufficient for approval and no members were entitled to vote.

The following Fourth Amended and Restated Articles of Incorporation of the University of Florida Foundation, Inc., will supersede all other articles when approved by the Secretary of State of Florida, in accordance with Chapter 617, Florida Statutes:

**ARTICLE 1**  
**NAME OF ASSOCIATION AND PRINCIPAL OFFICE**

The name of this corporation is UNIVERSITY OF FLORIDA FOUNDATION, INC.  
The principal office is 1938 W. University Avenue, Gainesville, Florida 32603.

**ARTICLE 2**  
**TERM**

The term for which the Foundation will exist will be perpetual.

**ARTICLE 3**  
**PURPOSE**

The purposes for which this corporation is organized are as follows:

To exclusively support and enhance the University of Florida, a comprehensive learning institution built on a land-grant foundation, in its mission of "excellence in education and research and shaping a better future for Florida, the nation, and the world," as determined by the University of Florida Board of Trustees, by creating awareness, building relationships, securing private support, recognizing donors, and performing all business-related matters to accomplish these purposes.

**ARTICLE 4**  
**BOARD OF DIRECTORS**

The powers of the Foundation will be exercised, its property controlled, and its affairs governed by the Executive Board (Board). Members of the Board (Directors) will be elected or appointed as provided in the Bylaws.

**ARTICLE 5**  
**REGISTERED AGENT**

The street address of the registered office of the Foundation is 1938 W. University Avenue, Gainesville, Florida 32603. The name of its registered agent at this address is Susan G. Goffman, Executive Director of Legal Services.

**ARTICLE 6  
OFFICERS**

The Board will elect the following officers as set forth in the Bylaws: Chair and Vice Chair.

**ARTICLE 7  
RULES OF THE BOARD OF GOVERNORS**

The Articles of Incorporation and Bylaws will be consistent with the applicable rules of the University and the State of Florida Board of Governors, including the right of the President and the Board of Trustees of the University to monitor and control the use of resources of the University, including, without limitation, the name of the University.

**ARTICLE 8  
PROPERTY HELD FOR CHARITABLE PURPOSES**

The property of the Foundation is irrevocably dedicated to charitable purposes and no part of the net income or assets of the Foundation will ever inure to the benefit of any Director, officer, or member of the Foundation, or to the benefit of any private individual.

**ARTICLE 9  
DISTRIBUTION OF PROPERTY UPON DISSOLUTION**

Upon the dissolution or winding up of the Foundation, its assets remaining after payment, or provision for payment of all debts and liabilities of the Foundation, will be distributed to the University of Florida Board of Trustees or other State of Florida entity designated to hold title on behalf of the University of Florida to be used exclusively for the purposes set out here, it being intended that no distribution or payment will be made which will impair or destroy the tax exempt status (under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended) of the Foundation or which will result in the denial of tax exempt status to donations, contributions, legacies, bequests, or dues received by the Foundation, to the extent that such tax exempt status will be allowed under any applicable laws or regulations.

**ARTICLE 10  
AMENDMENT TO ARTICLES**

These Fourth Amended and Restated Articles of Incorporation and the Bylaws may be amended in accordance with the Bylaws.

The undersigned, as Executive Vice President of the Foundation, executed these Fourth Amended and Restated Articles of Incorporation on March 4, 2016.

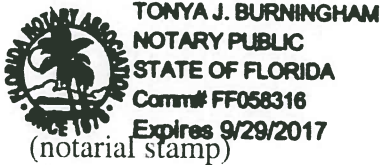
UNIVERSITY OF FLORIDA FOUNDATION, INC.

By: Thomas J. Mitchell  
Thomas J. Mitchell  
As its Executive Vice President  
1938 W. University Ave.  
Gainesville, FL 32603

STATE OF FLORIDA

COUNTY OF ALACHUA

The above document was executed, acknowledged and delivered before me on March 4, 2016, by Thomas J. Mitchell, as Executive Vice President of the UNIVERSITY OF FLORIDA FOUNDATION, INC. He is personally known to me.



Tonya Burningham  
Notary Public, State and County aforesaid

*Approved by the Executive Board of Directors of the University of Florida Foundation, Inc. on March 4, 2016.*