

**Articles of Amendment
to
Articles of Incorporation
of
Research Foundation of the University of West Florida, Inc.**

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

FIRST: Amendment adopted: Article IV, Section 1, is amended to read as follows:

Section 1. Powers. This corporation shall have all the powers enumerated in Section 617.0302, Florida Statutes (2006), as the same may be amended from time to time, and such other powers as may be necessary to carry out its purposes, provided that such powers do not conflict with Chapter 617, Florida Statutes, or with any provision in Section 503 of the Internal Revenue Code of 1986. The President of The University of West Florida shall have authority and responsibility to monitor and control the use of the University's resources and name in accordance with applicable Florida laws and rules, regulations, and policies of the Board of Trustees of the University of West Florida.

SECOND: Amendment adopted: Article VI, Section 1, is amended to read as follows:

Section 1. The affairs of the Corporation shall be managed by a Board of Directors who shall serve without compensation. The Board of Directors shall consist of not less than five (5), nor more than twelve (12) members. The exact number of Board members shall be determined in the manner specified in the Bylaws. The Directors shall include the President of the University of West Florida or designee, and a Director, who shall be a person selected and appointed to the Board by the Chairperson of the Board of Trustees. All other Directors shall be appointed by the President of the University of West Florida.

Directors appointed by the University President shall serve a term of two (2) years and may be reappointed. Directors appointed by the University President may be removed in accordance with the procedure provided in the Bylaws.

THIRD: Amendment adopted: Article VI, Section 3, is amended to read as follows:

Section 3. The Corporation's operating budget shall be prepared on at least an annual basis and approved by the University President and recommended by the University President to the Board of Trustees for review.

FOURTH: Amendment adopted: Article VI, Section 4, is amended to read as follows:

Section 4. The Corporation's expenditure plans shall be reviewed and approved quarterly by the University President or designee.

FIFTH: Amendment adopted: Article VI, Section 5, is amended to read as follows:

Section 5. Audits of the Corporation shall be conducted pursuant to Section 1004.28, Florida Statutes, and in accordance with the rules adopted by the Auditor General pursuant to Section 11.45, Florida Statutes.

SIXTH: Amendment adopted: Article VI, Section 6, is amended to read as follows:

Section 6. Salary supplements and other compensation or benefits for the University President, and the construction of physical facilities, although set forth in the budget, shall require prior approval of the Board of Trustees.

SEVENTH: Amendment adopted: Article VI, Section 7, is amended to read as follows:

Section 7. Salary supplements and other compensation for the university employees provided by the Corporation and approved by the University President, or designee, shall be paid via the University of West Florida payroll process. Such payments shall be subject to either State retirement contributions or included in retirement salary averaging.

EIGHTH: Amendment adopted: Article VI, Section 9, is amended to read as follows:

Section 9. The Board of Trustees shall have the authority to require and receive from the organization or from its independent auditors any detail or supplemental data relative to the operation of the organization. The identity of donors who desire to remain anonymous, or proprietary information as described under Section 1004.28, Florida Statutes (2006), shall be protected and shall be maintained in the auditor's report.

NINTH: Amendment adopted: Article VI, Section 10, is amended to read as follows:

Section 10. All references to "University President" contained in these articles shall be construed as the President of The University of West Florida, and all references to the "Board of Trustees" contained in these Articles shall be construed as The Board of Trustees of the University of West Florida.

TENTH: Amendment adopted: Article VIII is deleted.

ELEVENTH: Amendment adopted: Article IX is renumbered as Article VIII.

TWELFTH: Amendment adopted: Article X is renumbered as Article IX and amended as follows:

ARTICLE IX

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, and in all instances, with the written concurrence of the President of The University of West Florida and, with approval of the Board of Trustees on all substantive amendments; provided, however, in the event of any meeting at which changes to the Bylaws are to be considered, notice thereof, which shall include the text of the proposed change to the Bylaws, shall be furnished in writing to each director of the Corporation, at least ten (10) days prior to the meeting at which such Bylaws alteration shall be voted upon.

The Articles of Incorporation of the Corporation may be amended by two-thirds (2/3rds) vote of the membership at any regular or special meeting of the membership, and in all instances, with the written concurrence of the President of The University of West Florida and with the approval of the Board of Trustees on all substantive amendments; provided, however, with respect to any meeting at which amendments to the Articles of Incorporation are to be considered, 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 to the Articles of Incorporation is to be voted upon.

THIRTEENTH: Amendment adopted: Article XI is renumbered as Article X and amended as follows:

ARTICLE X

Dissolution

Upon dissolution or winding up of this Corporation, all of its assets after the payment of all costs and expenses of such dissolution shall be disbursed to The University of West Florida Foundation, Incorporated, provided that it is exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws), or in the event that such organization is not in existence or The University of West Florida Foundation, Incorporated, is not exempt, under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws), the remaining assets of the Corporation shall be distributed to such scientific, educational and charitable organizations ruled exempt by the Internal Revenue Service under Section 501(c)(3) and Section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws), as may be selected by the last Board of Directors, subject to the approval of the University President and the Board of Trustees, and non of the assets will be disbursed to any members, directors, or officers of this Corporation.

FOURTEENTH: Amendment adopted: Article XII is renumbered as Article XI.

FIFTEENTH: Amendment adopted: Article XIII is renumbered Article XII and amended as follows:

ARTICLE XII

Registered Office and Registered Agent

The above named Incorporators, desiring to organize the corporation under the laws of the State of Florida, hereby designate the Corporation's principal Office to be located at The University of West Florida, 11000 University Parkway, Bldg. 77, Room 131, Pensacola, Florida 32514, and hereby designates and appoints M. J. Menge of Shell, Flemming, Davis & Menge, P.A., Attorneys at Law, Seville Tower – 7th Floor, 226 Palafox Place, Pensacola, FL, as Registered Agent of the Corporation, to accept service or process within this State, and to serve in such capacity until a successor is selected and duly designated. Effective with the amendment of these articles, the Office of the General Counsel for the University of West Florida, 11000 University Parkway, Pensacola, Florida 32514, shall be the Registered Agent of the Corporation, to accept service or process within this State, and to serve in such capacity until a successor is selected and duly designated.