

ARTICLES OF INCORPORATION
OF
UNIVERSITY OF WEST FLORIDA, INC.

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation not for pecuniary profit, under Chapter 617, Florida Statutes, 1963:

ARTICLE I

The name of this corporation is: University of West Florida Foundation, Inc.

ARTICLE II

The purposes for which this corporation (hereinafter called the Foundation) is organized are as follows:

1. To encourage, solicit, receive and administer gifts and bequests of property and funds for scientific, educational and charitable purposes, all for the advancement of The University of West Florida 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 limitations or conditions imposed by law of 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.

2. 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 The University of West Florida, 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.

3. To do and perform any acts and expend its funds in any manner which the Board of Trustees shall determine will be beneficial to education and the University.

4. Upon specific approval of the Board of Trustees 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.

5. 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, trustees 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 any candidate for public office. In the event of dissolution or other termination of the Foundation, title to all its assets shall vest in the Board of Regents of the State of Florida, the governing board of the state university system, or its successor, to be used

exclusively for the purposes hereinabove set out, it being 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 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 III

The qualifications of the members and their manner of admission shall be as follows:

Any person of good character whose financial contribution to the Foundation is or are accepted by the Board of Trustees shall be a member of the corporation. Additional qualifications may be specified and required pursuant to provisions of the by-laws of the corporation.

All persons interested in the scientific, educational and charitable purposes of the Foundation and the advancement of The University of West Florida and its objectives and who meet such additional qualifications as may be prescribed in the by-laws are eligible to become members of the Foundation upon approval or acceptance in any manner authorized by the Board of Trustees.

To honor individuals who have significantly advanced the objectives of The University of West Florida, the Board of Trustees may provide for a class of membership to be known as University of West Florida Foundation Fellows. Fellows shall be elected upon the nomination of the Board of Trustees and confirmation by the President of the University. Their number shall be limited only by the high standards to be observed

in their selection to assure that this honor be extended to persons of merit and distinction. The qualifications for and privileges of this membership may be prescribed in the by-laws.

ARTICLE IV

The Foundation shall have perpetual existence.

ARTICLE V

The names and residences of the subscribers to these articles of incorporation are:

G. Wright Reese	Town Point Gulf Breeze, Florida 32561
Frontis Sherrill	837 Bayshore Drive Warrington, Florida 32507
Harold Bryan Crosby	30 Rockwood Road River Gardens Pensacola, Florida 32504

ARTICLE VI

Section 1. Board of Trustees.

The affairs of the Foundation shall be managed by a Board of Trustees of not less than five (5) nor more than twenty-eight (28) members. Except as otherwise provided herein, their number, qualifications, terms of office, and manner of selection shall be fixed in the by-laws. The quorum required for the conduct of business shall be fixed in the by-laws.

Section 2. Executive Committee.

The by-laws may provide for the election of an Executive Committee of not less than five (5) members of the Board of Trustees and may authorize such committee to exercise all or part of the powers and authority of the Board of Trustees subject only to such restrictions or limitations as the Board of Trustees may specify.

Section 3. Officers.

The officers of the Foundation shall be a President, Vice President, Secretary, Treasurer, and Assistant Treasurer. The officers shall be elected by the Board of Trustees, as prescribed in the by-laws. The offices of President, Vice President, Secretary, Treasurer, and Assistant Treasurer shall be members of the Board of Trustees.

ARTICLE VII

The names of the officers who are to manage the affairs of the Foundation until after the first election hereunder are:

Dave Johnson, President	P. O. Box 711 Pensacola, Florida 32502
Warren Briggs, Vice President	Box "C" Century, Florida 32535
Thomas G. Carpenter, Secretary- Treasurer	University of West Florida Pensacola, Florida 32504
Peter M. Perceval, Executive Director	Univesity of West Florida Pensacola, Florida 32504

ARTICLE VIII

The following twenty-eight (28) persons shall constitute the Board of Directors of the Foundation until the first election hereunder, to-wit:

Braden Ball	101 East Romana Street Pensacola, Florida 32501
J. M. Boland	15 North Palafox Street Pensacola, Florida 32501
Warren Briggs	Box "C" Century, Florida 32535
Thomas C. Carpenter	University of West Florida Pensacola, Florida 32504
Harold B. Crosby	University of West Florida Pensacola, Florida 32504

Sam Fleming	Panama Machine and Supply Panama City, Florida
Charles F. Gund	217 West Garden Street Pensacola, Florida 32502
Dave Johnson	P. O. Box 711 Pensacola, Florida 32502
J. McHenry Jones	Empire Building Pensacola, Florida 32501
Erling N. Lee	P. O. LBox 351 Pensacola, Florida 32502
Sam A. Love	418 West Garden Street Pensacola, Florida 32501
H. T. Martin, Jr.	University of West Florida Pensacola, Florida 32504
Finis Morgan	Chemstrand Company Cantonment, Florida 32533
John C. Pace	Room 230 San Carlos Hotel Pensacola, Florida 32501
Peter M. Perceval	University of West Florida Pensacola, Florida 32504
Dr. Philip B. Phillips	1515 West Moreno Street Pensacola, Florida 32501
William D. Pollak	4150 West Blount Street Pensacola, Florida 32505
Robert L. Pulley	75 North Pace Boulevard Pensacola, Florida 32505
G. Wright Reese	213 South Palafox Street Pensacola, Florida 32501
Harold E. Rose	Newport Industries Pensacola, Florida 32502
Frontis W. Sherrill	P. O. Box 1551 Pensacola, Florida 32502
Julius J. Stern	Southern Plywood Corporation Cantonment, Florida 32533

F. M. Turner, Jr.	100 West Garden Street Pensacola, Florida 32501
Paul K. Vonk	University of West Florida Pensacola, Florida 32504
Justin R. Weddell	Room 705, San Carlos Hotel Pensacola, Florida 32501
H. Mahlon Weis	126 Barrancas Avenue Pensacola, Florida 32501
Robert S. Welch	St. Regis Paper Company Cantonment, Florida 32533
Charles P. Woodbury	1575 Barrancas Avenue Pensacola, Florida 32501

ARTICLE IX

These articles of incorporation 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 Trustees in attendance at which a quorum is present and voting throughout.

ARTICLE X

The by-laws of the Foundation are to be made, altered or rescinded by the Board of Trustees in the manner set forth in the by-laws.

ARTICLE XI

Each member shall have one vote at any membership meeting and there may be included in the by-laws a provision as to the number of members which shall constitute a quorum at any membership meeting.

ARTICLE XII

The initial post office address of the principal office of this corporation in the State of Florida is c/o The University of West Florida, Pensacola, Florida. The Board of Trustees may from time to time move the principal office to any other address in Florida.

ARTICLE XIII

The corporate existence of this Corporation shall commence upon the filing of these articles with the Secretary of State in the manner provided by law.

IN WITNESS WHEREOF, the parties hereto have hereunto set their hands and seals this 17th day of September, A.D. 1965.

/s/ Frontis W. Sherrill (SEAL)

/s/ G. Wright Reese (SEAL)

/s/ Harold Bryan Crosby (SEAL)

ARTICLES OF INCORPORATION AMENDMENT

ARTICLES OF AMENDMENT

OF

UNIVERSITY OF WEST FLORIDA FOUNDATION, INC.

1. The name of this corporation is UNIVERSITY OF WEST FLORIDA FOUNDATION, INC.
2. Amendments approved by membership amends ARTICLE VI of the original Articles of Incorporation, filed with the Department of State of the State of Florida on the 17th day of Sept., 1965. Said amendment amends ARTICLE VI to read as follows:

ARTICLE VI

Section 1. BOARD OF DIRECTORS

The affairs of the Foundation shall be managed by a Board of Trustees of not less than five (5) nor more than twenty-eight (28) members. Except as otherwise provided herein, their number, qualifications, terms of office, and manner of selection shall be fixed in the by-laws. The quorum required for the conduct of business shall be fixed in the by-laws.

Section 2. EXECUTIVE COMMITTEE

The by-laws may provide for the election of an Executive Committee of not less than five (5) members of the Board of Trustees and may authorize such committee to exercise all or part of the powers and authority of the Board of Trustees subject only to such restrictions or limitations as the Board of Trustees may specify.

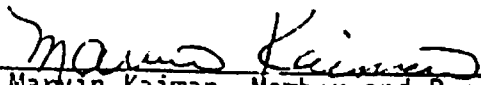
Section 3. OFFICERS

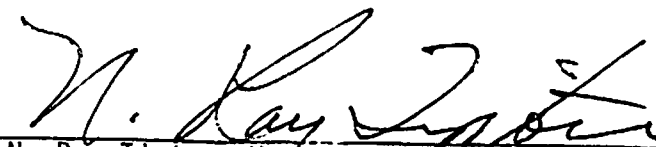
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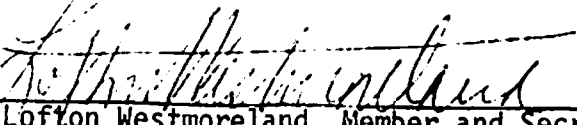
3. All references to Board of Directors in the original Articles of Incorporation are changed to read Board of Trustees.

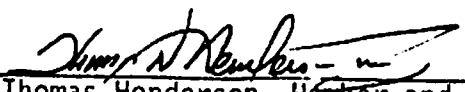
4. Said amendment was adopted by the membership of the corporation at a meeting on the 4th day of June, 1984, at Pensacola, Escambia County, Florida.

IN WITNESS WHERE OF, we the undersigned, have duly set our hands and seals to the Articles of Amendment, as member on this 14th day of June, 1985, and made and executed these Articles of Amendment at Pensacola, Escambia County, Florida, for the uses and purposes aforesaid.


Marvin Kaiman, Member and President


N. Ray Tipton, Member and Vice President


Lofton Westmoreland, Member and Secretary


Thomas Henderson, Member and Treasurer

STATE OF FLORIDA)

COUNTY OF Escambia)

BEFORE ME, the undersigned Notary Public in and for said County and State, personally appeared MARVIN KAIMAN, N. RAY TIPTON, LOFTON WESTMORELAND, AND THOMAS HENDERSON, parties to the foregoing Articles of Amendment each to me well known to be the individuals described in and who executed the foregoing Articles of Amendment of FRIENDS OF THE SAENGER, INC., and severally acknowledged and declared that he did make, execute, subscribe and acknowledged the foregoing Articles of Amendment as their several voluntary acts and deed for the purpose of amending the Articles of Incorporation of said corporation pursuant to and under the provisions of the laws of the State of Florida and that the Articles of Amendment and the facts set forth therein are true and correct.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 17th day of June, 1985, in Pensacola, Escambia County, Florida.

Allen P. Hill
Notary Public, State of Florida

My Commission Expires 8-24-85