

**BOARD OF GOVERNORS**  
**STATE UNIVERSITY SYSTEM OF FLORIDA**  
September 25, 2008

**SUBJECT:** Johnnie B. Byrd, Sr. Alzheimer's Center and Research Institute

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**PROPOSED BOARD ACTION**

Approval of the Amended and Restated Articles of Incorporation for the Johnnie B. Byrd, Sr. Alzheimer's Center and Research Institute

**AUTHORITY FOR BOARD OF GOVERNORS ACTION**

Section 1004.445, Florida Statutes; Section 7(d), Art. IX, Florida Constitution

**BACKGROUND INFORMATION**

The Johnnie B. Byrd, Sr. Alzheimer's Center and Research Institute, on the University of South Florida campus, was legislatively created with its own board as a non-profit corporation and an instrumentality of the State. Per amended statutory language, the Board of Governors is to provide oversight for the Center in several areas including a facilities utilization agreement, articles of incorporation approval, and annual report and operating budget review. Governor Duncan recently replaced Governor McDevitt as the Board of Governors Chair's designee to the Byrd Center board. After a March 2008 review, the Board of Governors transmitted to the legislature several recommendations reflecting that the Byrd Center's affiliation with USF would result in greater efficiencies while furthering its important research agenda. Subsequent to this transmission, legislative consideration, and the Center's own analysis, an affiliation agreement was reached between USF and the Byrd Center, and the Byrd Center board amended its Articles of Incorporation to authorize the board to enter into an affiliation agreement and to create a joint affiliation board.

The Byrd Center board is requesting that the Board of Governors approve this amendment, as well as amendments previously approved by that board which revised (1) Articles I and II to change the corporate name from the Florida Alzheimer's Center and Research Institute, Inc., to the Johnnie B. Byrd, Sr. Alzheimer's Center and Research Institute, Inc.; (2) Article III to reflect the current process for the appointment of board members; (3) Article VI to reflect the Board of Governors Chair's designee to serve as a member of the Byrd Center board; and (4) Article VIII to provide for approval of any amendments to the Articles of Incorporation by the Board of Governors.

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**Supporting Documentation Included:** Amended and Restated Articles of Incorporation  
(with Committee materials)