

**BOARD OF GOVERNORS  
STATE UNIVERSITY SYSTEM OF FLORIDA  
August 9, 2007**

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

**AUTHORITY FOR BOARD OF GOVERNORS ACTION**

Section 1004.445(3), Florida Statutes.

**BACKGROUND INFORMATION**

Section 1004.445(3), Florida Statutes, was amended to transfer to the Board of Governors, as of July 1, 2007, authority previously provided to the State Board of Education relating to an agreement with the Johnnie B. Byrd, Sr., Alzheimer's Center and Research Institute ("Byrd Institute") for the utilization of facilities on the campus of the University of South Florida . As part of this agreement, the Board is required to approve the articles of incorporation of the Byrd Institute and any subsequent amendments.

On June 6, 2007, the Byrd Institute's Board approved the Amended and Restated Articles of Incorporation of the Byrd Institute which amends: (1) Articles I and II to reflect a change in 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 that the chair of the Board of Governors or his/her designee shall serve as a member of the Byrd Institute Board of Directors; 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 of the Johnnie B. Byrd, Sr. Alzheimer's Center and Research Institute

**Facilitators/Presenters:** Vikki R. Shirley, General Counsel