

AGREEMENT

THIS AGREEMENT is made this ____ day of _____ 2004, by and between the Florida Board of Governors (“Board of Governors”) and the Florida Institute for Human and Machine Cognition, Inc. (“FIHMC” or “Corporation”).

RECITALS

Whereas the Board of Governors is the constitutional body which oversees the State University System of Florida, pursuant to Article 9, Section 7 of the Florida Constitution;

Whereas the Florida Institute for Human and Machine Cognition, Inc. (“FIHMC”) is a not-for-profit public benefit corporation created pursuant to Section 1004.447, Florida Statutes, and affiliated with the University of West Florida and other universities and research institutes;

Whereas the parties to this Agreement desire to elaborate their mutual statutory and constitutional responsibilities;

Now, therefore, in consideration of the foregoing recitals and the promises hereinafter made and exchanged, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Board of Governors and FIHMC agree as follows:

1. Board of Governors.

(a) The Board of Governors approves and incorporates the amended articles of incorporation for FIHMC, filed with the Secretary of State’s Office, and attached to and incorporated in this agreement;

(b) The Board of Governors approves and incorporates the affiliation agreement between The Florida Institute for Human and Machine Cognition and the University of West Florida Board of Trustees dated April 30, 2004, subject to Section 1004.447, Florida Statutes.

(c) The Board of Governors delegates to the Chancellor of the Division of Colleges and Universities the responsibility to review and approve any additional affiliation agreements between The Florida Institute for Human and Machine Cognition and other state universities.

2. FIHMC.

(a) FIHMC and any approved subsidiary shall provide equal employment opportunities for all persons regardless of race, color, religion, gender, national origin, age, handicap, or marital status.

(b) FIHMC and any approved subsidiaries are subject to the public records and public meetings requirements of Section 24, Article 1 of the Florida Constitution, along with any applicable exemptions.

(c) FIHMC will ensure that all of its officers, directors, and employees and those of any approved subsidiaries are governed by the code of ethics for public officers and employees as set forth in Part III of Chapter 112, Florida Statutes.

(d) FIHMC will ensure that all of its Directors are responsible for the prudent use of all public and private funds and for the use of all funds in accordance with all applicable laws, regulations, bylaws, and contractual requirements.

(e) The fiscal year of FIHMC and any authorized or approved subsidiary is from July 1 to June 30.

(f) FIHMC will prepare an annual postaudit of the Corporation's financial accounts and the financial accounts of any subsidiaries to be conducted by an independent certified public accountant. The annual report shall include management letters, a report on FIHMC's activities, and state budget allocation expenditures and shall be submitted for review to the Governor, President of the Senate, Speaker of the House of Representatives, Office of Program Policy Analysis and Government Accountability, Chair of the Board of Governors, State Auditor General, University of West Florida, and Chancellor of the Division of Colleges and Universities. FIHMC will supply any requested detail or supplemental data relative to the operation of the Corporation and its subsidiaries.

(g) FIHMC will annually certify to the Governor, the President of the Senate, the Speaker of the House of Representatives, the Chair of the Board of Governors, State Auditor General, University of West Florida, and Chancellor of the Division of Colleges and Universities that the Corporation and its subsidiaries are complying with the requirements of the law, Board of Governors' criteria and regulation, and acting in the best interests of the state. FIHMC will supply any requested detail or supplemental data relative to the operation of FIHMC and its subsidiaries.

(h) FIHMC is subject to annual certification by the University of West Florida Board of Trustees to the Governor, the President of the Senate, the Speaker of the House of Representatives, the Chair of the Board of Governors, and the Chancellor of the Division of Colleges and Universities that the corporation and its authorized subsidiaries are complying with Section 1004.447, Florida Statutes, and acting in the best interests of the state. FIHMC will supply any requested detail or supplemental data relative to the operation of FIHMC and its subsidiaries.

(i) FIHMC will annually report in writing to the Chancellor of the Division of Colleges and Universities as the designee of the Commissioner of Education on the activities of FIHMC and state budget allocation expenditures.

(i) FIHMC will submit for approval by the Board of Governors or its designee any amendments to the Corporation's articles of incorporation and the articles of incorporation of any subsidiaries.

IN WITNESS WHEREOF, the parties have executed this Agreement on the date and year set forth above.

Carolyn K. Roberts
Chair
Florida Board of Governors

Dr. Kenneth Ford
Executive Officer
Florida Institute for Human
and Machine Cognition, Inc.