

**ARTICLES OF INCORPORATION OF  
Commission for Public Higher Education, INC.  
A FLORIDA NOT FOR PROFIT CORPORATION**

**ARTICLE I**

**NAME AND ADDRESS**

The name of this Corporation shall be: **Commission for Public Higher Education, INC.** The principal office of the Corporation is located at 325 West Gaines Street, Suite 1614, Tallahassee, FL 32399, and the mailing address is 325 West Gaines Street, Suite 1614, Tallahassee, FL 32399.

**ARTICLE II**

**CORPORATE EXISTENCE**

The Corporation shall have perpetual existence.

**ARTICLE III**

**CORPORATE PURPOSES**

**Section 1. General Purpose**

The Corporation is organized under The Florida Not for Profit Corporation Act, Fla. Stat. § 617.01011, et seq. (the “Law”), shall be a not for profit, nonsectarian organization formed and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code (“Code”). In furtherance of the foregoing, the Corporation may act as an accrediting agency for state public colleges and universities, receive bequests of property and funds for scientific, educational and charitable purposes, all for the advancement of the Founding University Systems, as defined in Article VI, and their objectives; and to that end to take and hold, for any of said purposes, funds and property of all kinds, subject only to any limitations or conditions imposed by law or in the instrument under which received; to buy, 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 of said purposes; and, in general, to exercise any, and all powers which a not for profit corporation organized under the laws of Florida for the foregoing purposes can be authorized to exercise.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or

intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

During any period that the Corporation may be found to be a private foundation, as defined by Section 509(a) of the Code, the Corporation shall: (1) distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942(a) of the Code; (2) not engage or be involved in any act of self-dealing, as defined in Section 4941(d) of the Code, so as to give rise to any liability for the tax imposed by Section 4941(a) of the Code; (3) not retain any excess business holdings as defined in Section 4943(c) of the Code, so as to give rise to any liability for the tax imposed by Section 4943(a) of the Code; (4) not make any investments which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Section 4944 of the Code, so as to give rise to any liability for the tax imposed by Section 4944(a) of the Code; and (5) not make any taxable expenditures, as defined in Section 4945(d) of the Code, so as to give rise to any liability imposed by Section 4945(a) of the Code.

## **Section 2. Specific Purpose.**

The specific purpose of the Corporation is to advance the quality and improvement of higher education by accrediting and pre-accrediting state public colleges and universities that are incorporated, chartered, licensed or authorized in the United States. The Corporation shall serve as an institutional accrediting agency for state public colleges and universities that award associates, bachelors or higher degrees. The Corporation may also engage in any activities that are reasonably related to or in furtherance of its stated charitable and educational purposes.

## **ARTICLE IV**

### **CORPORATE POWERS**

The Corporation shall have and exercise all powers accorded not for profit corporations under the Law, which are not in conflict with the Corporation's exempt purposes as provided in Article III above.

## **ARTICLE V**

### **CAPITAL STOCK**

The Corporation shall not have capital stock.

## **ARTICLE VI**

### **MEMBERS**

The Corporation's initial member shall be the Board of Governors of the State University System of Florida, a body corporate of the State of Florida (the "Member" or "Board of Governors"), which shall have certain reserved powers as set forth in the Bylaws of the Corporation. Subject to the written consent of the Board of Governors, the Corporation's Board of Directors (as defined in Article VII) may, from time to time, and pursuant to the Bylaws of the Corporation, allow for the addition of other members, the designation of one or more classes of membership, the qualifications and rights of the members of each class, and the manner of their admission to membership; provided, however, that any additional member(s) of the Corporation shall be limited to the University System of Georgia, University of North Carolina System, University of South Carolina System, University of Tennessee and The Texas A&M University System (along with the Member, hereinafter the "Founding University Systems").

## **ARTICLE VII**

### **BOARD OF DIRECTORS**

The powers of the Corporation shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, a Board of Directors, the number of which may be either increased or decreased from time to time as regulated by the Bylaws, but shall consist of not fewer than five Directors ("Board of Directors"). The manner and method of election of the Board of Directors shall be as stated in the Bylaws of the Corporation. Where not inconsistent with the Law, the express provisions of these Articles of Incorporation, and the powers reserved to the Member as set forth in the Bylaws of the Corporation, the Board of Directors shall have all the rights, powers, and privileges prescribed by the Law. The initial Board of Directors of the Corporation are set forth below, who shall hold office for such terms as provided in the Bylaws of the Corporation or until their successors have been appointed or until their earlier resignation, removal from office, inability to act, or death:

<u>Director</u>	<u>Address</u>
James Hallmark,	325 W. Gaines St., Tallahassee, FL 32399
Rose Buyck Newton,	325 W. Gaines St., Tallahassee, FL 32399
Jason Jewell,	325 W. Gaines St., Tallahassee, FL 32399
David English,	325 W. Gaines St., Tallahassee, FL 32399
Dr. Ashwani Monga,	325 W. Gaines St., Tallahassee, FL 32399
Dr. Linda C. Martin	325 W. Gaines St., Tallahassee, FL 32399

## **ARTICLE VIII**

### **AMENDMENTS**

Subject to the consent of the Member, these Articles of Incorporation may be amended by the affirmative vote of at least three-fifths of the members of the Board of Directors present at any regular or special meeting provided proper notice of the changes to be made has been given and a quorum is present, or without a meeting if a consent in writing, signed by all the Corporation's

Directors, is filed in the minutes of the Corporation.

## **ARTICLE IX**

### **DISSOLUTION**

Upon dissolution, and subject to Law and the Internal Revenue Code, all the Corporation's assets remaining after payment of all costs and expenses of such dissolution shall be distributed to the Member or the Member's foundation or its successor in interest, to be used for the same or similar purposes set forth in Article III above. None of the assets shall be distributed to any officer or director of the Corporation, or any other person or organization not described in the preceding sentence.

## **ARTICLE X**

### **REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the Registered Office of the Corporation is New Accrediting Organization, Inc., 325 West Gaines Street, Suite 1614, Tallahassee, FL 32399, and the name of the Registered Agent at such address is the Chancellor of the State University System of Florida. Having been named as registered agent to accept service of process for the above-stated Corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

By: \_\_\_\_\_  
Signature of Registered Agent

Print Name: \_\_\_\_\_

Date: \_\_\_\_\_

**ARTICLE XI**

**EFFECTIVE DATE**

The Effective Date of these Articles of Incorporation shall be the date of filing with the Florida Department of State.

\_\_\_\_\_

IN WITNESS WHEREOF, I have executed these Articles of Incorporation of Commission for Public Higher Education, INC., on this [DAY] of [MONTH], 2025, and I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

By: \_\_\_\_\_  
Signature of Incorporator

Print Name: \_\_\_\_\_