

2020
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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
UNIVERSITY OF CENTRAL FLORIDA FOUNDATION, INC.
A NOT FOR PROFIT CORPORATION

The person signing below, acting as the Secretary of the UCF Foundation Board of Directors, the governing board for the University of Central Florida Foundation Inc. (Foundation), a not for profit corporation under the Florida Not for Profit Corporation Act (Act), as provided in Chapter 617 of the Florida Statutes certifies that:

- a) The original name of the Foundation was Florida Technological University Foundation, Incorporated, which name was changed to the University of Central Florida Foundation, Incorporated in the Articles of Amendment to the Articles of Incorporation filed on June 1, 1979;
- b) The following Amended and Restated Articles of Incorporation were adopted by at least a majority of all votes cast at a meeting of the Foundation's Board of Directors ("Board") on October 22, 2020 and have been ratified as provided in the Bylaws;

The following Amended and Restated Articles of Incorporation of the University of Central Florida Foundation, Inc. will supersede all other articles when approved by the Secretary of State of Florida, in accordance with Chapter 617, Florida Statutes:

ARTICLE I

NAME AND PRINCIPAL OFFICE

The name of this corporation is UNIVERSITY OF CENTRAL FLORIDA FOUNDATION, INCORPORATED. The principal office is located at 12424 Research Parkway, Orlando, Florida 32826.

ARTICLE II

PURPOSE

The purposes for which this corporation is organized are as follows:

To encourage, support, and enhance the University of Central Florida, a comprehensive learning institution in higher education, in its mission as determined by the University of Central Florida Board of Trustees, including the ability to encourage, solicit, receive and administer private support for the benefit of the University and its related entities, create awareness of the University and its mission, build relationships, recognize support, own property, borrow such sums of money necessary upon approval by the Board of Trustees, and perform all business related matters necessary to accomplish this purpose which a corporation not for profit organized

under the laws of Florida for the foregoing purposes can be authorized to exercise or as may be further delegated by the Bylaws.

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 any political campaign on behalf of any candidate for public office.

ARTICLE III

BOARD OF DIRECTORS

The powers of the Foundation will be exercised, its property controlled, and its affairs governed by the University of Central Florida Foundation Board of Directors ("Directors"). Members of the Board will be elected and appointed as provided in the Bylaws.

An Executive Committee of the Board may be elected and appointed as provided in the Bylaws. The Executive Committee can exercise all the power and authority of the Board in the management and direction of the business affairs of the Foundation except for those matters which are expressly delegated to another committee and matters which, under applicable law, or the Foundation's Certificate of Incorporation or Bylaws cannot be delegated by the Board.

ARTICLE IV

TERM

The Foundation shall have perpetual existence.

ARTICLE V

REGISTERED AGENT

The street address of the registered office of the Foundation is 12424 Research Parkway, Orlando, Florida 32826. The name of its registered agent at this address is Jennifer F. Cerasa, Legal Counsel.

ARTICLE VI

OFFICERS

The officers of the Board will be the Chair, Vice Chairs, Secretary and Treasurer. These Board Officers will be Elected Directors and members of the Board. No other Officers will be members of the Board.

ARTICLE VII

RULES OF THE BOARD OF GOVERNORS

The Articles of Incorporation and Bylaws will be consistent with the applicable rules of the University and the State of Florida Board of Governors, including the right of the President

and the Board of Trustees of the University of Central Florida to monitor and control the use of resources of the University of Central Florida, including without limitation, the name of the University of Central Florida.

ARTICLE VII

PROPERTY HELD FOR CHARITABLE PURPOSES

The property of the Foundation is irrevocably dedicated to charitable purposes and no part of the net income or assets of the Foundation will ever inure to the benefit of any Director, officer, or member of the Foundation, or to the benefit of any private individual.

ARTICLE VIII

DISTRIBUTION OF PROPERTY UPON DISSOLUTION

Upon the dissolution or winding up of the Foundation, its assets remaining after payment or provision for payment of all debts and liabilities of the Foundation, will be distributed to the University of Central Florida Board of Trustees or other State of Florida entity designated to hold title on behalf of the University of Central Florida to be used exclusively for the purposes set out here, it being intended that no distribution or payment will be made which will impair or destroy the tax exempt status (under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended) of the Foundation or which will result in the denial of tax exempt status to donations, contributions, legacies, bequests, or dues received by the Foundation, to the extent that such tax exempt status will be allowed under any applicable laws or regulations.

ARTICLE IX

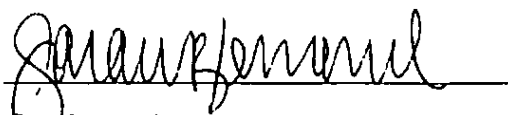
AMENDMENT TO ARTICLES

This Amended and Restated Articles of Incorporation and the Bylaws may be amended in accordance with the Bylaws.

The undersigned, as Secretary of the UCF Foundation Board of the Directors, executed these Amended and Restated Articles of Incorporation on October 28th, 2020.

UNIVERSITY OF CENTRAL FLORIDA
FOUNDATION, INC.

By: _____



Sara Bernard
Secretary, UCF Foundation Board

12424 Research Parkway, Ste. 250
Orlando, FL 32826

STATE OF FLORIDA

COUNTY OF Orange

The foregoing instrument was acknowledged before me by means of physical
presence or online notarization, this 28th day of October, 2020, by Sara Bernard,
as Secretary of UNIVERSITY OF CENTRAL FLORIDA FOUNDATION, BOARD OF
DIRECTORS, on behalf of the UNIVERSITY OF CENTRAL FLORIDA FOUNDATION,
INC. She is personally known to me OR has produced

_____ as identification and did/did not take an oath.

Dawn A. Castro
Notary Public Signature

[NOTARY SEAL]

Print Name: Dawn A. Castro
Notary Public, State of Florida

My Commission Expires: 07/09/2022

