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UNIVERSITY OF
FLORIDA

Office of the General Counsel

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PO Box 113125
Gainesville, FL 32611-3125
(352) 392-1358
Fax (352) 392-4387

June 15, 1998

Florida Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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RE: Amended and Restated Articles of Incorporation
University Athletic Association, Inc.

Dear Sir:

Enclosed please find an original and a copy of the Amended and Restated Articles of Incorporation of University Athletic Association, Inc. along with check no. 145522 in the amount of \$87.50 made payable to the Secretary of State.

Please file the original Amended and Restated Articles of Incorporation and return a certified copy to me at the address shown above.

Thank you for your assistance in this regard.

Sincerely,

W. Scott Cole
Associate General Counsel

FILED
98 JUN 17 AM 8:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosure

Amend + Restated
6-23-98
CC

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF THE UNIVERSITY ATHLETIC ASSOCIATION, INC.

To: Department of State
Tallahassee, Florida 32304

FILED
98 JUN 17 AM 8:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being the duly acting and appointed President and Secretary respectively of the University Athletic Association, Inc., a Florida not-for-profit corporation formed under and pursuant to Florida Comp. Gen. Laws 1927, Section 6495 by order of the Circuit Court of the Eighth Judicial Circuit of the State of Florida in and for Alachua County on March 12, 1929, do hereby certify as follows:

That, the Articles of Incorporation of this Corporation were duly adopted and approved by the Circuit Court of the State of Florida in and for Alachua County on March 12, 1929; and

That, the Articles of Incorporation were amended by an Amendment to Articles of Incorporation dated July 19, 1967, by an Amendment to Articles of Incorporation dated December 11, 1974, by a reincorporation under Chapter 617, Florida Statutes (1981), to accept the provisions thereof, by an Amendment to the Articles of Incorporation dated January 8, 1982, and by an amendment to Articles of Incorporation dated December 3, 1992, all as heretofore filed with the Circuit Court as aforesaid and/or with the Department of State, Division of Corporations, State of Florida; and

That on September 6, 1996, the active members of the Corporation voted to amend and restate the Articles of Incorporation but such Amended and Restated Articles of Incorporation were not filed with the Secretary of State; and

That the Corporation desires to further amend and restate the existing Articles of Incorporation; and

That on December 18, 1997, the active members of the Corporation voted to amend and restate the Articles of Incorporation as provided herein by an affirmative vote of a majority of all of the voting members at a regular meeting of the membership as provided in Article VI of the current Articles of Incorporation of the Corporation; and

That any amendments included in these Amended and Restated Articles of Incorporation have been adopted pursuant to Section 167.1007(4), Florida Statutes, and there are no discrepancies between the original Articles of Incorporation, as previously amended, and these Amended and Restated Articles of Incorporation other than inclusion of these amendments and the omission of matters of historical interest.

ARTICLE I: Name, Nature and Principal Office: The name of this Corporation shall be "The University Athletic Association, Inc." This Corporation is and shall continue to be throughout its existence a non-profit scientific educational corporation, the business and activities of which shall be conducted for the mutual benefit of its members and the public and not for profit. The principal office and place of business of the Corporation is Room 248, Stadium, North South Drive, University of Florida, P. O. Box 14485, Gainesville, Florida 32604-2485.

ARTICLE II: Purpose: This Corporation is organized and shall be operated exclusively to receive, hold, invest and administer property and to make expenditure to or for the benefit of the University of Florida. More specifically, the purpose of this Corporation shall be to promote education and science and to encourage, stimulate and promote the health and physical welfare of the students of the University of Florida and the youth of the State of Florida by teaching, practicing and applying the most approved scientific methods and principles conducive to that end, and by encouraging, conducting and maintaining all kinds of amateur athletics, games, contests, meets, exhibits and field sports at the University of Florida, and at other places in the State of Florida, and in such other places in the United States and foreign countries as it may be lawful to conduct the aforesaid activities.

ARTICLE III: Membership: The membership of this Corporation is as described in the Bylaws.

ARTICLE IV: Duration: The duration of existence of this Corporation shall be perpetual unless dissolved pursuant to the laws of the State of Florida or the rules of the Florida Board of Regents.

ARTICLE V. Board of Directors: The lawful authority and powers of this Corporation shall be exercised by, and its business shall be conducted and carried on by or be authorized to be conducted and carried on by, a Board of Directors. The manner of appointment of directors shall be as provided in the Bylaws.

ARTICLE VI: Amendment to Articles of Incorporation: These Articles of Incorporation may be amended by an affirmative vote of the majority of all of the voting members. The Bylaws may be amended at any regular or special meeting of the members of this Corporation. All amendments shall be forwarded to the Florida Board of Regents for review and approval.

ARTICLE VII: Powers: Without limitation of all powers granted by law, this Corporation shall have all powers as follows:

In order to accomplish the purposes of this Corporation, it shall be authorized and is by these Articles authorized to exercise the necessary authority and powers as follows:

(a) To acquire and hold by contract, purchase, lease, gift, devise or bequest, or by any lawful means, in the State of Florida or elsewhere, real property, improved or unimproved, athletic fields, swimming pools, lakes, stadiums, gymnasiums, club houses, barns, golf courses, tennis courts, tracts, and bridle paths and such other kinds and types of realty and improvements thereon as may be necessary or convenient for the accomplishment of the corporate purpose as hereinbefore set out in these Articles, and to exchange, lease, mortgage, rent or otherwise dispose of same at will.

(b) To acquire and hold by contract, purchase, assignment, lease, gift, devise or bequest or by any other lawful means personal property both tangible and intangible, animate and inanimate, including the natural and artificial products of the mines, the factories and the farms of this and other countries, notes, mortgages, stocks, bonds, choses in action and any and all other kinds and classes of property of this nature as may be necessary, convenient or conducive to the accomplishment of the purpose of this Corporation as hereinbefore set out in these Articles, and to improve, develop, use and enjoy same and to convey, sell, exchange, lease, mortgage, rent or otherwise dispose of same at will.

(c) To enter into any and all lawful contracts for securing and enjoying the services, labor service, counsel assistance and cooperation of any person or persons and any and all associations, organizations, partnerships, trusts, foundations and corporations existing in this State, the United States or in foreign countries, which may be necessary, expedient or convenient for the accomplishments of the purpose of this Corporation as hereinbefore set out in these Articles.

(d) To borrow money, contract debts, issue notes, bonds, checks and other evidences of indebtedness, and secure same by executing and delivering liens, mortgages, or deeds to or upon each, any or all things of value, of whatsoever kind of nature, owned, held or possessed by this Corporation.

(e) To do any and all other lawful acts which a natural person or a corporation may do and which are necessary, convenient, expedient or conducive for the proper and successful accomplishment of the purpose hereinbefore set out.

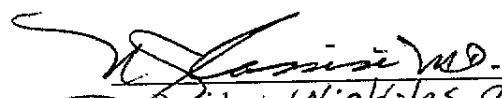
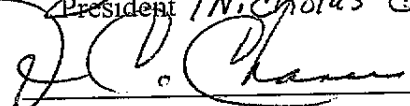
ARTICLE VIII: Limitations: No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to its directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles. 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 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 any organization exempt from federal income

taxation under Section 501(c)(3) of the Internal Revenue Code or (b) by an organization contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE IX: Dissolution: Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation remaining after the payment of the corporation's lawful debts shall be distributed to the University of Florida Foundation, Inc., a Florida Corporation not for profit, if then qualified under the provisions of Section 501 (c)(3) of the Code and pertinent Treasury Regulations as they now exist or as they may be amended or, if not, to a not-for-profit corporation directed by the President of the University of Florida, provided that the proposed recipient corporation then qualifies under the provisions of Sections 501(c)(3) and 170 (c)(2) of the Code and pertinent Treasury Regulations as they now exist or as they may be amended (a "Qualified Corporation").

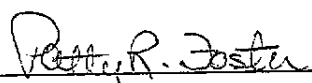
ARTICLE X: Registered Agent and Office: The street address of the registered office of the Corporation is Room 248, Stadium, North South Drive, University of Florida, Gainesville, Florida 32604-2485 and the name of the registered agent at that address is Jeremy N. Foley.

Dated at Gainesville, Florida this 30th day of January, 1998.

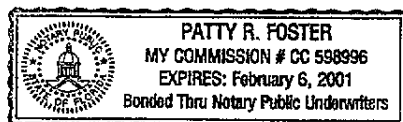

President Nicholas Cassisi, M.D.

Secretary
(Corporate Seal)

STATE OF FLORIDA)
COUNTY OF ALACHUA)

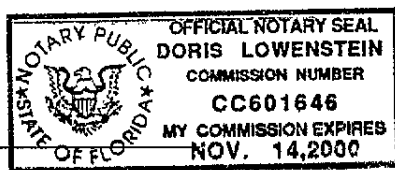
The foregoing instrument was acknowledged before me this 6th day of February, 1998 by Nicholas Cassisi M.D. President of University Athletic Association, Inc., a Florida not-for-profit corporation, on behalf of this corporation. He is personally known to me and did not take an oath.


Signature

Patty R. Foster
Name typed



(Seal) _____
My Comm. Exp. _____



STATE OF FLORIDA)
COUNTY OF ALACHUA)

The foregoing instrument was acknowledged before me this 30th day of January, 1998 by Jean C. Chance, Secretary of University Athletic Association, Inc., a Florida not-for-profit corporation, on behalf of this corporation. He is personally known to me and did not take an oath.

Doris Lowenstein
Signature

DORIS LOWENSTEIN
Name typed

(Seal) _____
My Comm. Exp. _____

Acceptance of Registered Agent:

Having been named as registered agent to accept service of process for the above stated Corporation at the place designated in the Articles of Incorporation, Jeremy N. Foley hereby accepts the appointment as registered agent and agrees to act in that capacity. Jeremy N. Foley further agrees to comply with the provisions of all statutes relating to the proper and complete performance of duties and Jeremy N. Foley is familiar with and accepts the obligations of the position of registered agent.

[Signature]
Date: 2/6/98