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FLORIDA NON-PROFIT CORPORATION
South Campus Owners Association, Inc.

Certificate of Status	0
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ARTICLES OF INCORPORATION

OF

**SOUTH CAMPUS OWNERS ASSOCIATION, INC.
A Florida Corporation, Not-For-Profit**

The undersigned incorporator for the purpose of forming a corporation not-for-profit pursuant to the laws of the State of Florida, Florida Statutes, Chapter 617, hereby adopts the following Articles of Incorporation (hereinafter referred to as the "Articles"):

ARTICLE 1

NAME

The name of the corporation is South Campus Owners Association, Inc. (hereinafter referred to as the "Association").

ARTICLE 2

TYPE OF CORPORATION

The Association is a not-for-profit corporation and has no capital stock.

ARTICLE 3

DURATION

The period of duration is perpetual.

ARTICLE 4

PURPOSES AND POWERS

This Association does not contemplate pecuniary gain or profit to its members, and the purposes for which it is formed are to provide for maintenance, preservation architectural control and such other rights, duties and obligations provided in the Declaration of Covenants, Conditions, Easements and Restrictions [Convention Hotels] and any amendments, annexations and supplements thereto made in accordance with its terms, recorded in the Public Records of Orange County, Florida (hereinafter referred to as the "Declaration") relating to or effecting the Property and the Common Property (as such terms are defined in the Declaration) within that

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certain real property located in Orange County, Florida, more particularly described in the Declaration, and such additional property as may be added thereto from time to time by annexation or otherwise as provided in the Declaration and in these Articles; and to insure the orderly development of the Property, and for these purposes the Association shall have the following powers:

(a) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration, as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length (capitalized terms which are not defined herein, shall have the meaning set forth in the Declaration);

(b) To fix, levy and collect (enforcing payment by any lawful means) all charges and assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including for example, but not by way of limitation, all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) To purchase, receive, lease or otherwise own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) To borrow money, and with the approval of a Majority Vote, to mortgage or pledge any or all of its real or personal property as security for money borrowed or debts incurred;

(e) To engage the services of agents, independent contractors or employees to manage, operate or perform all or any part of the affairs and business of the Association; and

(f) To do and perform any and all lawful things and acts which in its discretion are necessary or desirable in carrying out any or all of the purposes for which the Association is formed, and pay the costs and/or expenses in connection therewith.

Further, the Association shall have and exercise any and all powers, rights and privileges which a corporation not-for-profit organized under Chapter 617 of the Florida Statutes may now or hereafter have or exercise.

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ARTICLE 5**MEMBERSHIP**

Every person or entity who is the Owner (as defined in the Declaration) of a Site which is subject by covenants of record to assessment by the Association shall be a member of the Association (hereinafter referred to as "Member"). The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Site which is subject to assessment by the Association. Ownership of such Site shall be the sole qualification of Membership.

ARTICLE 6**VOTING RIGHTS**

The Association shall have two classes of voting membership:

Class "A". Class "A" Members shall be all Owners, including the Declarant (as defined in the Declaration). Each Class "A" Member shall be entitled to one (1) vote per acre (rounded to the nearest acre) of Property owned by such Owner; provided, however, no Class "A" votes shall be exercised on account of any Property which is exempt from assessments under Section 8.5 of the Declaration. When more than one (1) person holds such interest in any Site, the vote for such Site shall be exercised as such co-Owners among themselves determine, but in no event shall more than the number of votes allocated for a Site be cast with respect to any Site. The vote for any Site shall be immediately and automatically suspended (as provided in the Bylaws) if more than one (1) co-Owner seeks to exercise it.

Class "B". The sole Class "B" Member shall be the Declarant, and shall be entitled to three (3) votes for each acre (rounded to the nearest acre) of Declarant's Property (as defined in the Declaration) owned by the Class "B" Member at the time any such vote is taken. The Class "B" Membership shall cease on the happening of either of the following events, whichever occurs earlier:

- (a) fifty (50) years from the date of recording of the Declaration; or
- (b) when, seventy-five percent (75%) of the total developable acreage of Declarant's Property shall be sold by Declarant to third party owners, specifically provided, however, in determining said seventy-five percent (75%) of Declarant's Property all property which has been conveyed by Declarant to any Governmental Authority shall be excluded from the definition of Declarant's Property.

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Upon termination of the Class "B" Membership, the Declarant shall remain a Class "A" Member entitled to Class "A" votes for each Site which it owns.

ARTICLE 7

AGENT AND OFFICES

The principal office of the Association is 1000 Universal Studios, Plaza, Orlando, Florida 32819 and Universal City Property Management Company III, at such address, shall constitute the initial registered office and agent, respectively, of the Association.

ARTICLE 8

BOARD OF DIRECTORS

The affairs of the Association shall be managed by a board of directors (hereinafter called the "Board") composed of an odd number of directors being no less than three (3) but no more than seven (7) directors, who need not be Members. The number of directors may be changed by amendment of the Bylaws. The names and addresses of the persons who are to serve until the election of their successors are:

Name: Peter C. Giacalone	Address:	1000 Universal Studios Plaza Orlando, Florida 32819
Name: John R. Sprouls	Address:	1000 Universal Studios Plaza Orlando, Florida 32819
Name: Marilyn Franck	Address:	1000 Universal Studios Plaza Orlando, Florida 32819

During the Class "B" Control Period (as defined in the Bylaws), the Class "B" Member shall have the right to appoint eighty percent (80%) of the Board. At the first annual meeting, the Members shall elect the remaining twenty percent (20%) for a term of one (1) year. At the first annual meeting after the termination of the Class "B" Control Period, the Members shall elect one (1) director for a term of one (1) year, one (1) director for a term of two (2) years, and one (1) director for a term of three (3) years, and any additional directors shall be elected for terms of one (1) year each. The number of directors to be elected at the first annual meeting of the Members after the termination of the Class "B" Control Period, shall be determined by a majority of the votes of the Class "A" Members, prior to such meeting. At each annual meeting thereafter the Members shall elect the director(s) for a term of three (3) years to fill each expiring term.

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ARTICLE 9

MERGERS AND CONSOLIDATIONS

To the extent permitted by law, the Association may participate in mergers and consolidations with other not-for-profit corporations organized for the same purposes; provided, however, that any such merger or consolidation is subject to the terms and provisions of the Declaration.

ARTICLE 10

AUTHORITY TO MORTGAGE

After same has been conveyed to the Association, the Board shall have the power and authority, subject to approval by a Majority Vote and the terms of the Declaration, to mortgage the property of the Association.

ARTICLE 11

AUTHORITY TO DEDICATE

The Association shall have power, subject to approval by a Majority Vote, to dedicate, sell or transfer all or any part of the Common Property (after same has been conveyed to it) to any public agency, authority, or utility for such purposes and subject to such conditions as may be set forth in the Declaration.

ARTICLE 12

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the vote of the Class "A" Members and, so long as Declarant's Class "B" membership exists, the assent of Declarant. Upon dissolution of the Association, the assets both real and personal of the Association, shall be dedicated to an appropriate public agency to be devoted to purposes as nearly the same as practicable as those to which they were required to be devoted by the Association. In the event that acceptance of such dedication is refused, such assets shall be granted, conveyed and assigned to any not-for-profit corporation, association, trust or other organization to be devoted to purposes and uses that would most nearly reflect the purposes

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and uses to which they were required to be devoted by the Association. This procedure shall be subject to court approval on dissolution pursuant to Section 617, Florida Statutes.

In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the drainage system must be transferred to and accepted by an entity which would comply with Section 40C-42.027, F.A.C., and be approved by the South Florida Water Management District prior to such termination, dissolution or liquidation.

ARTICLE 13

MEETINGS FOR ACTIONS GOVERNED BY ARTICLES 9 THROUGH 12

In order to take actions under Articles 9 through 12 of these Articles, there must be a duly held meeting. Written notice, setting forth the purpose of the meeting shall be given to all Members not less than thirty (30) days in advance of the meeting. The presence of Members or of proxies entitled to cast at least thirty percent (30%) of the votes of each Class of Membership shall constitute a quorum. If the required quorum is not forthcoming at any meeting, another meeting may be called, subject to the notice requirement set forth above. No such subsequent meeting shall be held more than sixty (60) days following the preceding meeting.

ARTICLE 14

OFFICERS

The officers of the Association shall be a president, vice president, secretary, treasurer and such other officers as the Board may from time to time by resolution create. The officers shall serve at the pleasure of the Board. The Bylaws may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers. The name of the officers who shall serve until their successors are designated by the Board as follows:

President	-	Peter C. Giacalone
Vice President	-	John R. Sprouls
Vice President & Secretary	-	Marilyn Franck
Vice President & Treasurer	-	Michael Corcoran

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ARTICLE 15

BYLAWS

The first Bylaws shall be adopted by the Board and may be altered, amended or rescinded by the directors or Members in the manner provided by the Bylaws.

ARTICLE 16

AMENDMENTS

Amendments of these Articles shall require the assent of two-thirds (2/3) of the total votes of each Class of Membership.

ARTICLE 17

INCORPORATOR

The name and street address of the incorporator is:

Universal City Property Management Company III
1000 Universal Studios Plaza
Orlando, Florida 32819

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Wherefore, the incorporator, and the initial registered agent have executed these Articles this ____ day of May, 2000.

WITNESSES

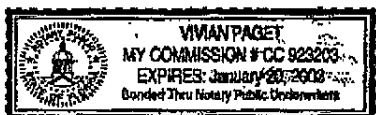
UNIVERSAL CITY PROPERTY MANAGEMENT COMPANY III, a Delaware corporation

[Handwritten Signature]
[Handwritten Signature]

By: [Handwritten Signature]
Name: Peter C. Giacalone
Its: Vice President

THE STATE OF FLORIDA)
)
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 26 day of May, 2000, by PETER C. GIACALONE as Vice President of UNIVERSAL CITY PROPERTY MANAGEMENT COMPANY III, a Delaware corporation, who is personally known to me or who has produced _____ as identification and who did/did not take an oath.



[Handwritten Signature]
Notary Public, State of Florida
Notary printed name: VIVIAN PAGET
My commission expires: _____

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

The **SOUTH CAMPUS OWNERS ASSOCIATION, INC.**, desiring to organize under the laws of the State of Florida, with its principal offices at 1000 Universal Studios Plaza, Orlando, Florida, 32819, has named **UNIVERSAL CITY PROPERTY MANAGEMENT COMPANY III**, whose office is located at 1000 Universal Studios Plaza, Orlando, Florida, 32819, as its agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, **UNIVERSAL CITY PROPERTY MANAGEMENT COMPANY III**, hereby accepts to act in this capacity, and agrees to comply with the provisions of said Act relative to keeping open said office.

**UNIVERSAL CITY PROPERTY MANAGEMENT
COMPANY III, a Delaware corporation**

By: *Peter C. Giacalone*
Name: Peter C. Giacalone
Its: Vice President

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