

N43237

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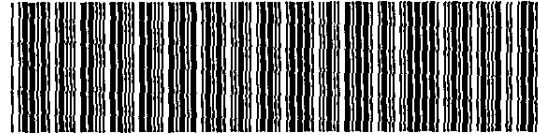
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DIVISION OF CORPORATIONS
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Special Instructions to Filing Officer:

Beverly Laakso GAVE
AUTHORIZATION BY PHONE TO
CORRECT 10 Members / BOLD
DATE 04/14/05
BY D. Connell

Office Use Only

Amended
Restated
Art. w/ Name Change
05/14/05 DC

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Research Foundation of the University of Central
Florida, Inc.

DOCUMENT NUMBER: N43237

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Beverly Laakso

(Name of Contact Person)

Research Foundation of the University of Central

(Firm/ Company)

Florida, Inc.

12443 Research Parkway, Ste 302

(Address)

Orlando, FL 32826

(City/ State/ and Zip Code)

For further information concerning this matter, please call:

Beverly Laakso

(Name of Contact Person)

at (407) 823-3778

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
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(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

FIRST AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF THE
UNIVERSITY OF CENTRAL FLORIDA RESEARCH FOUNDATION, INC.
f/k/a
RESEARCH FOUNDATION OF THE
UNIVERSITY OF CENTRAL FLORIDA, INCORPORATED

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DIVISION OF CORPORATIONS
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RECITALS

The undersigned, as Secretary of the University of Central Florida Research Foundation, Inc., f/k/a Research Foundation of the University of Central Florida Incorporated, (Corporation) does hereby certify that:

The original Articles of Incorporation of the Corporation were filed on May 3, 1991 with the Florida Secretary of State; and

On November 21, 2004 the Board of Directors of the Corporation voted to amend and restate the Articles of Incorporation as provided in Section X of the current Articles of Incorporation by a vote of no less than 2/3 of the members of the Board of Directors; and

Any amendments to these Amended and Restated Articles of Incorporation have been adopted pursuant to Section 617.1007(4), Florida Statutes and there are no discrepancies between the Corporation's Articles of Incorporation and these Amended and Restated Articles of Incorporation other than inclusion of these amendments and other matters of historic interest.

NOW THEREFORE, it is resolved, that the Articles of Incorporation are hereby amended and restated in their entirety as follows:

ARTICLE I

Name

The name of this Corporation is ~~The Research Foundation of The University of Central Florida~~ **Research Foundation, Inc.** incorporated and its principal place of business and mailing address shall be located at ~~4000 Central Florida Boulevard~~, **12443 Research Parkway, Suite 302**, Orlando, Florida ~~32816-0150~~ **32826-3252**.

ARTICLE II

Enabling Law

This Corporation is organized pursuant to the Florida Not for Profit Corporation Act.

ARTICLE III

Purposes

Section 1. This Corporation is organized and shall be operated exclusively for scientific and educational purposes and not for pecuniary profit. The corporation shall be operated exclusively for the benefit of The University of Central Florida. The Corporation is a university direct-support organization within the definition of Florida Statute Section ~~240.299~~ **1004.28** and as such is organized and operated exclusively to receive, hold, invest and administer property and to make expenditures to or for the benefit of The University of Central Florida or for the benefit of a research and development park or research and development authority affiliated with The University of Central Florida and organized under part V of chapter 159 of the Florida Statutes. The purposes of this Corporation include the promotion and encouragement of, and assistance to, the research activities of faculty, staff, and students of The University of Central Florida including the development of research and buildings for such research activities and related or complementary uses. The Corporation may receive income derived from or related to the development and commercialization of University work products and expend such income for the advancement of the University's research work. The Corporation shall provide means by which discoveries, inventions, processes, and work products of faculty, staff and students of the University may be patented, developed, applied, and utilized in order that the results of such research shall be made available to the public and that funds be made available from such discoveries, inventions, processes, and contracts and grants from foundations and other private sources for research purposes for further research by the faculty, staff and students of The University of Central Florida.

Section 2. All the assets and earnings of the Corporation shall be used exclusively for the exempt purposes set forth above, including the payment of expenses incidental thereto.

Article IV

Section 1. Powers. The Corporation shall have all the powers and authority as are now or may hereafter be granted to Corporations not for profit under the laws of the State of Florida.

Section 2. Limitations on Powers. The Corporation shall not have the power to:

- A. Convey, lease, pledge, or otherwise encumber assets of the State of Florida;
- B. Issue stock, nor pay dividends;
- C. Allow any part of its income to inure to the benefit of directors, officers, or members of the Corporation, or to any other individuals except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in Article III hereof.
- D. 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 to any extent in any political campaign for or against any candidate for public office; or

- E. Conduct any activities not permitted to be carried on by organizations exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code, and regulations as they now exist or as they may hereafter be amended.
- F. It is intended by the provisions of these articles of incorporation that the corporation shall possess the status of an organization exempt from federal income taxation under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986 as amended, and its regulations as they now exist or they may hereinafter be amended. Accordingly, no part of the affairs of the corporation shall be administered, directly or indirectly, in any manner whatsoever which might jeopardize the tax-exempt status of the corporation.

ARTICLE V Incorporators

The name and address of each incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Steven Altman	4000 Central Florida Blvd, ADM Presidential Suite Orlando, FL 32816-0150
Michael Bass	4000 Central Florida Blvd, ADM 243 Orlando, FL 32816-0150

ARTICLE VI Membership

Section 1. Members. The members of the Corporation shall be the Board of Directors, who shall be the sole voting members of the Corporation.

Section 2. Other Members. The By-Laws may provide for one or more classes of other members, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the By-Laws but who shall not have the right to vote.

ARTICLE VII Management

Section 1. The affairs of the Corporation shall be managed by a Board of Directors who shall serve without compensation. The Board of Directors shall consist of not less than **six (6)**

five (5), nor more than nine (9) directors. The Board shall have the authority to set the exact number of Board members as may be required from time to time. The Board of Directors shall include the incumbent holder of the following named offices and persons from the following named classes:

- A. President, University of Central Florida;
- B. Provost/Vice President for Academic Affairs, University of Central Florida;
- C. Vice President for Research, University of Central Florida;
- D. Director, ~~Florida Solar Energy Center~~ of a Research Center or Institute, University of Central Florida;
- E. Representative to the governing board and executive committee appointed by the ~~Chairman of the Board of Regents~~ **Chair of the University of Central Florida Board of Trustees**;
- F. President's Designee;
- G. Additional directors shall be appointed to the Board by the President of The University of Central Florida.

Directors shall be removed in accordance with the procedure provided in the By-Laws

~~Section 2. In accordance with Florida Statutes Section 240.299(3)(1988), the Chairman of the Board of Regents may appoint a representative to the Board of Directors of the Corporation.~~

~~Section 3. The names and street address of the initial directors are:~~

<u>NAME</u>	<u>ADDRESS</u>
Steve Altman	4000 Central Florida Blvd, ADM Presidential Suite Orlando, FL 32816-0150
Michael Bass	4000 Central Florida Blvd, ADM 243 Orlando, FL 32816-0150
Richard Astro	4000 Central Florida Blvd, ADM Presidential Suite Orlando, FL 32819-0150
David Block	Florida Solar Energy Center Director's Office

300 State Road 401

Cape Canaveral, FL 32920

William C. Schwartz Schwartz Electro Optics, Inc.
(Board of Regent's Designee) 3404 N. Orange Blossom Trail
Orlando, FL 32804

Joe Wallace Central Florida Research Park
(President's Designee) 12424 Research Parkway
Orlando, FL 32826

ARTICLE VIII

Officers

Section 1. The officers of this Corporation shall be a President, **Vice President**, Secretary, Treasurer, and such other officers as may be provided for in the bylaws.

Section 2. The qualifications of officers, the time and manner of electing or appointing them, the duties of and the term of office, and the manner of removing officers shall be as set forth in the bylaws.

~~Section 3. The names of the persons who are to serve as officers of the Corporation until their successors are appointed pursuant to the bylaws and qualified are:~~

~~President: Michael Bass
Secretary: Rusty Okoniewski
Treasurer: William L. Roach~~

ARTICLE IX

Registered Office and Registered Agent

The above named Incorporators, desiring to organize the Corporation under the laws of the State of Florida, hereby designate the Corporation's Registered Office **shall** be located at the offices of the General Counsel of the **University of Central Florida, Corporation, 4000 Central Florida Blvd, MH 360, Orlando, Florida 32816 and the Corporation** and hereby designates said General Counsel, as Registered Agent of the Corporation, to accept service of process within this state, to serve in such capacity until a successor is selected and duly designated.

ARTICLE X

Amendments to Bylaws and Articles of Incorporation

The By-Laws of the Corporation ~~shall be adopted at the first meeting of the Board of Directors and may be adopted, altered, amended, or repealed by a~~ **two-thirds (2/3) majority** vote of the Board of Directors at any regular or special meeting of the Board, or by all directors signing a written statement manifesting their intention that the By-laws be ~~adopted~~, altered, amended, or repealed, and in all instances, with the written concurrence of the President of The

University of Central Florida; provided, however, in the event of any meeting, notice thereof, which shall include the text of the proposed change to the By-Laws, shall be furnished in writing to each director of the Corporation, at least ten (10) days prior to the meeting at which such By-Laws alteration shall be voted upon.

The Articles of Incorporation of the Corporation may be amended by two-thirds (2/3rds) vote of the Board of Directors at any regular or special meeting of the Board or by all directors signing a written statement manifesting their intention that an amendment to the Articles of Incorporation be adopted, and in all instances, with the written concurrence of the President of The University of Central Florida ~~and the approval of the Board of Regents~~; provided, however, with respect to any meetings, notice thereof, which shall include the text of the proposed change to the Articles of Incorporation, shall be furnished in writing to each member of the Corporation at least ten (10) days prior to the meeting at which such Amendment of the Articles of Incorporation is to be voted upon.

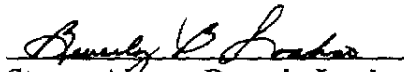
ARTICLE XI Term of Existence

This Corporation shall commence corporate existence upon the date of signing these articles of incorporation by the incorporators and shall have perpetual existence unless it shall be dissolved pursuant to the laws of the State of Florida and these Articles of Incorporation.

ARTICLE XII Dissolution

Upon dissolution or winding up of this Corporation, all of its assets remaining after the payment of all costs and expenses of such dissolution shall be disbursed to The University of Central Florida Foundation, Incorporated, provided that it is exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws), or in the event that such organization is not in existence or the University of Central Florida Foundation, Incorporated, is not exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws), the remaining assets of the Corporation shall be distributed to such scientific, educational and charitable organizations ruled exempt by the Internal Revenue Service under Section 501(c)(3) and Section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws), as may be selected by the last Board of Directors, subject to the approval of the University President ~~and the Board of Regents~~, and none of the assets will be distributed to any members, directors, or officers of this Corporation.

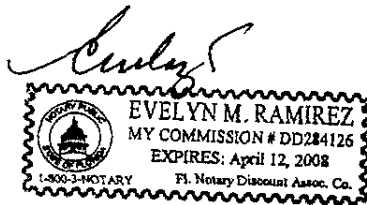
The undersigned, constituting the **Secretary of this Corporation**, ~~incorporators of this Corporation, for the purpose of forming this Corporation not for profit under the laws of the State of Florida, have~~ has executed these Articles of Incorporation this 27 day of December 2004.

 (SEAL)
Steven Altman-Beverly Laakso

STATE OF FLORIDA
COUNTY OF ORANGE

Before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments, personally appeared **Beverly Laakso** ~~Steven Altman~~, to me well known to be the persons described as **Secretary of the Corporation**, ~~incorporators in~~ and who executed the foregoing **First Amended and Restated** Articles of Incorporation, and ~~the~~ acknowledged before me that ~~he/she they~~ ~~acknowledged before me that they~~ executed and subscribed to these **First Amended and Restated** Articles of Incorporation.

Notary Public State of Florida at Large
My commission Expires: April 12/08
Dated this 27th day of December, 2009



Articles of Amendment
to
Articles of Incorporation
of

Research Foundation of the University of Central Florida, Incorporated

(Name of corporation as currently filed with the Florida Dept. of State)

N43237

(Document number of corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

University of Central Florida Research Foundation, Inc.

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

See Attached

(Attach additional pages if necessary)

(continued)

The date of adoption of the amendment(s) was: December 27, 2024

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signed this 27 day of December, 2024.

Signature

Beverly B Laakso
(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

BEVERLY B LAAKSO

(Typed or printed name of person signing)

SECRETARY

(Title of person signing)

FILING FEE: \$35