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**COR AMND/RESTATE/CORRECT OR O/D RESIGN**

**UNIVERSITY OF CENTRAL FLORIDA RESEARCH FOUNDATION, INC.**

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*Amended  
Restated*

**FIRST AMENDMENT TO THE  
FIRST AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
UNIVERSITY OF CENTRAL FLORIDA RESEARCH FOUNDATION, INC.  
(a Florida not-for-profit corporation)**

PURSUANT to the provisions of Section 617.1002 and 617.1006 of the Florida Not For Profit Corporation Act (the "Act") and to the provisions of Article X of the First Amended and Restated Articles of Incorporation (the "Articles") of **UNIVERSITY OF CENTRAL FLORIDA RESEARCH FOUNDATION, INC.**, a Florida not-for-profit corporation (the "Corporation"), the Board of Directors of the Corporation hereby adopts the following First Amendment to the Articles.

1. The present name of the Corporation is **UNIVERSITY OF CENTRAL FLORIDA RESEARCH FOUNDATION, INC.**
2. The date of originally filing the Articles with the Secretary of State was May 3, 1991.
3. The only members of the Corporation are the members of the Board of Directors of the Corporation. This First Amendment to the Articles was duly adopted by the Board of Directors of the Corporation, effective April 28, 2006, in compliance with the provisions of the Act and the Articles.
4. The Articles are hereby amended by deleting Article VII in its entirety and inserting a new Article VII as follows:

**ARTICLE VII  
Management**

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 five (5) directors. The chair of the Board of Trustees of the University of Central Florida may from time to time appoint one (1) director. The President of the University of Central Florida, or his or her designee, shall serve as a director. Other qualifications of directors, the time and manner of electing or appointing directors, the duties and the term of office of directors, and the manner of removing directors may be set forth in the Bylaws of the Corporation from time to time.

5. Subject only to the amendment set forth above, the Articles are and shall remain in full force and effect.

*(signature page follows)*

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IN WITNESS WHEREOF, UNIVERSITY OF CENTRAL FLORIDA RESEARCH  
FOUNDATION, INC., has caused this First Amendment to the First Amended and Restated  
Articles of Incorporation to be executed by the undersigned officer, this 11 day of  
July, 2006.

UNIVERSITY OF CENTRAL FLORIDA  
RESEARCH FOUNDATION, INC.

By: 

Print Name: Thomas P. O'Neal

Title: Vice President

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