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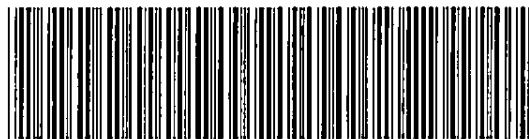
Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

J. HORNE

FEB - 3 2025

Office Use Only



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12/13/24--01015--006 **52.50

FILED
2024 DEC 13 PM 4:20
CLERK OF COURT
CLERK OF COURT

COVER LETTER

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

SUBJECT: UNIVERSITY OF CENTRAL FLORIDA FOUNDATION, INC.
CORPORATE NAME

Enclosed are an original and one (1) copy of the restated articles of incorporation and a check for:

☐ \$35.00 Filing Fee
☐ \$43.75 Filing Fee & Certificate of Status

☐ \$43.75 Filing Fee & Certified Copy
☒ \$52.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED

FROM: Richard Welsh
Name (Printed or typed)
12424 Research Pkwy. #250
Address
Orlando, FL. 32826
City, State & Zip
407-882-1220
Daytime Telephone number
Maria.french@ucf.edu and Dawn.Castro@ucf.edu
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the document.

RESTATED ARTICLES OF INCORPORATION

In compliance with Chapter 617, F.S. (Not for Profit)

ARTICLE I NAME

The name of the corporation is: University of Central Florida Foundation

ARTICLE II RESTATED ARTICLES

The text of the Restated Articles is as

follows: (ATTACHED)

2024 DEC 13 PM 4:40
FILED

ARTICLE III OFFICERS AND/OR DIRECTORS (optional)

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

X Change PT John Doe

X Remove V Mike Jones

X Add SV Sally Smith

Type of Action (Check One)	Title	Name	Address
1) <input type="checkbox"/> Change			
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
2) <input type="checkbox"/> Change			
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
3) <input type="checkbox"/> Change			
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4) <input type="checkbox"/> Change			
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6) <input type="checkbox"/> Change			
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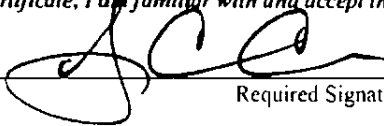
The name and Florida street address (P.O. Box NOT acceptable) of the registered agent

is: Name: Youndy Cook

Address: 12424 Research Pkwy. #250

Orlando, FL. 32826

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity


Required Signature/Registered Agent

12/9/24
Date

ARTICLE VI ARTICLE CONSOLIDATION

These adopted restated articles of incorporation supersede the original articles of incorporation and all amendments to them.

ARTICLE VII REQUIRED ADOPTION INFORMATION

Adoption of Amendment(s) (CHECK ONE)

☐ These restated articles of incorporation contain an amendment to the articles of incorporation which required member approval. The date of adoption of the amendments was _____, and the votes cast were sufficient for approval


☒ These restated articles of incorporation were adopted by the board of directors.

ARTICLE VIII EFFECTIVE DATE:

Effective date, if other than the date of filing: 10/24/24 . (OPTIONAL)
(If an effective date is listed, the date must be specific and cannot be more than 90 days after the filing.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Dated: 

Dana Patton
Signature: 2024-12-09 01:11 UTC

(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee or other court appointed fiduciary by that fiduciary)

Dana Patton

(Typed or printed name of person signing)

University of Central Florida Foundation Board Secretary

(Title of person signing)

AMENDED AND RESTATED ARTICLES OF INCORPORATION
UNIVERSITY OF CENTRAL FLORIDA FOUNDATION, INC.

ARTICLE I

PRELIMINARY MATTERS

Section 1. Certification by Secretary. The person signing below, acting as the Secretary of the Board of Directors ("Board") of University of Central Florida, 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 and have been ratified as provided in the Bylaws:

Section 2. Amendment and Restatement. 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 II

PRINCIPAL OFFICE; REGISTERED AGENT; PURPOSE; TERM

Section 1. Principal Office. The principal office shall be designated on the annual reports and such other documents publicly filed with the Florida Department of State.

Section 2. Registered Agent. The Foundation's registered agent shall be designated on the annual reports and such other documents publicly filed with the Florida Department of State.

Section 3. Corporate Purpose. The purposes for which the Foundation is organized are as follows:

- a. 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.

- b. 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.

Section 4. Term. The Foundation shall have a perpetual existence.

ARTICLE III

BOARD OF DIRECTORS

Section 1. Powers. The powers of the Foundation will be exercised, its property controlled, and its affairs governed by the ("Directors").

Section 2. Election and Appointment. Members of the Board will be elected and appointed as provided in the Bylaws.

Section 3. Executive Committee.

- a. An Executive Committee of the Board may be elected and appointed as provided in the Bylaws.
- b. 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

BOARD OFFICERS; RULES OF THE BOARD OF GOVERNORS

Section 1. Board 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.

Section 2. Board of Governors and Board of Trustees. These Articles of Incorporation and the Foundation's Bylaws will be consistent with the applicable rules of the University of Central Florida Board of Trustees ("BOT") and the State of Florida Board of Governors, including the right of the President and the BOT 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 V
MISCELLANEOUS

Section 1. Charitable Purpose. 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.

Section 2. 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 Board of Trustees 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.

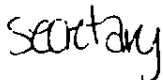
Section 3. Amendments. This Amended and Restated Articles of Incorporation and the Bylaws may be amended in accordance with the Bylaws.

The undersigned, as Secretary of the Foundation, executed these Amended and Restated Articles of Incorporation as of October 24, 2024

UNIVERSITY OF CENTRAL FLORIDA FOUNDATION, INC.



Dana Patton
2024-11-01 01:35 UTC



RESTATED ARTICLES OF INCORPORATION

In compliance with Chapter 617, F.S. (Not for Profit)

ARTICLE I NAME

The name of the corporation is: University of Central Florida Foundation

ARTICLE II RESTATED ARTICLES

The text of the Restated Articles is as

follows: (ATTACHED)

ARTICLE III OFFICERS AND/OR DIRECTORS (optional)

FILED
2024 DEC 13 PM 4:40
CLERK OF COURT
JUDICIAL CIRCUIT IN AND FOR
THE SEVENTH JUDICIAL CIRCUIT
IN FLORIDA
COUNTY OF ORANGE

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(Attach additional sheets, if necessary)

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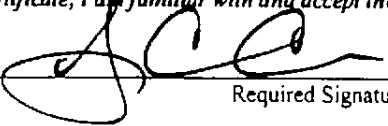
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Orlando, FL. 32826

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12/9/24
Date

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Dated: Dana Patton

Signature: Dana Patton
2024-12-09 01:11 UTC

(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee or other court appointed fiduciary by that fiduciary)

Dana Patton

(Typed or printed name of person signing)

University of Central Florida Foundation Board Secretary

(Title of person signing)

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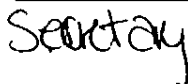
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UNIVERSITY OF CENTRAL FLORIDA FOUNDATION, INC.



Dana Patton
2024-11-01 01:35 UTC


Secretary