

NO1000008426

CT CORPORATION SYSTEM

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TALLAHASSEE, FLORIDA

CORPORATION(S) NAME

Florida Educational Student Housing Corporation

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660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

J. BRYAN DEC - 3 2001

ARTICLES OF INCORPORATION
OF
FLORIDA EDUCATIONAL STUDENT HOUSING CORPORATION
(A Florida Corporation, Not For Profit)

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I.

The name of this corporation is: Florida Educational Student Housing Corporation (the "Corporation").

II.

The principal place of business and mailing address of this Corporation shall be 1200 South Pine Island Road, Plantation, Florida 33324.

III.

A. The purposes of this Corporation are to: (i) provide housing targeted to students, faculty and staff at the University of Florida; (ii) own, acquire, develop, lease and manage housing targeted to students, faculty and staff (including, but not limited to both high-rise and mid-rise residence halls, and garden-style apartment properties) at the University of Florida (collectively, the "Properties"); (iii) provide amenities associated with the Properties such as recreational facilities, computer centers, study rooms, convenient food service facilities; (iv) supply a range of value added services in connection with the Properties such as linen and laundry services, housecleaning services, private telephones, cable television, vending machines, moving services and wellness programs; and (v) conduct or perform any ancillary or related activity in furtherance of the foregoing.

B. This Corporation is formed for the benefit of, to perform the functions of, or to carry out the purposes of, the University of Florida by helping such educational institution provide housing to students, faculty and staff at its educational institution.

IV.

A. This Corporation is organized exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

B. Notwithstanding any other provision of these articles, this Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

C. No substantial part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this Corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of or in opposition to any candidate for public office.

V.

Management of this Corporation shall be vested in this Corporation's Board of Directors. The method of election of directors is set forth in the bylaws of this Corporation.

VI.

A. The property of this Corporation is irrevocably dedicated to educational and charitable purposes and no part of the net earnings or assets of this Corporation shall inure to the benefit of (or be distributable to) any director or officer of this Corporation or other private person, except that this Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its charitable purposes.

B. Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be offered for distribution to the University of Florida for a public purpose. In the event that the University of Florida does not accept any asset of this Corporation on dissolution then any such asset shall be distributed to one or more nonprofit organizations which are organized and operated exclusively for educational charitable purposes and which have established their tax exempt status under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, in a manner determined by the Board of Directors of this Corporation.

VII.

The name and street address of the registered agent is: CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324.

VIII.

The name and address of the Incorporator is: Deborah A. Moore, 400 Capitol Mall, Suite 3000, Sacramento, California 95814.

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.

Naseem A. Conde

CT Corporation System

**NASEEM A. CONDE
SPECIAL ASST. SECRETARY**

November ³⁰ [], 2001

Deborah A. Moore

Deborah A. Moore, Incorporator

November ⁹ [], 2001

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