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DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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ATTORNEYS AT LAW

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June 9, 2004

Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, FL 32301

Via Hand Delivery

To Whom It May Concern:

Enclosed for filing, please find the **ARTICLES OF INCORPORATION**, along with a check in the amount of **\$78.75** for the applicable filing fees and fees to obtain a **Certified Copy** for the following entity:

U.C.F. A.A. PROPERTY CORPORATION, INC.

Upon receipt, please "date-stamp" the copy of the letter provided and call me at 222-7717, when the document is ready. Thank you for your assistance in this matter.

Very truly yours,



Debbie Frost
Office Administrator

/dyf
Enclosures

**ARTICLES OF INCORPORATION
OF
U.C.F. A.A. PROPERTY CORPORATION, INC.**

The undersigned hereby forms a corporation not for profit under Chapter 617 of the Florida Statutes, and, for these purposes, does hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be U.C.F. A.A. PROPERTY CORPORATION, INC.

ARTICLE II - PURPOSES

The purposes for which the corporation is organized are:

In particular, to support the activities and educational purposes of the University of Central Florida, of the UCF Foundation, Inc., and of the UCF Athletics Association, Inc. by assisting in acquiring facilities and constructing facilities on its campus and, in general, furthering its educational mission.

In general, to do any and all acts and things, and to exercise any and all powers which now or hereafter are lawful for the corporation to do or exercise under and pursuant to Chapter 617, Florida Statutes.

The purposes for which this corporation is organized shall be limited to those which are strictly charitable. In no event shall this corporation engage in any activity which would be contrary to the purposes and activities: (1) permitted to be engaged in by any organization the activities of which are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986; or (2) of a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue

Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

The corporation shall not engage, nor shall any of its funds, property, or income be used, in carrying on propaganda or otherwise attempting to influence legislation, nor shall the corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office, nor shall the corporation engage in subversive activities.

The corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

No compensation shall be paid to any officer, director, trustee, creator or organizer of the corporation or substantial contributor to it except as a reasonable allowance for services actually rendered to or for the corporation.

The corporation is organized to serve public interests. Accordingly, it shall not be operated for the benefit of private interests.

ARTICLE III - POWERS

The corporation shall have the powers granted it by Chapter 617, Florida Statutes, including but not limited to: the power to facilitate the acquisition (through lease, purchase or otherwise) of property for the construction of facilities (alone or in connection with other entities) for use by the students, faculty and staff of the University of Central Florida, the athletes involved in sports under the auspices of the UCF Athletics Association, Inc., and the general public. In no event, however, shall the corporation have or exercise any power which would cause it not to qualify as a tax-

exempt organization under Section 501(c)(3) or Section 170 of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder; nor shall the corporation engage directly or indirectly in any activity which would cause the loss of such qualification. No part of the assets or the net earnings, current or accumulated, of the corporation shall inure to the benefit of any private individual.

ARTICLE IV - MEMBERS

This Corporation's sole Member shall be the UCF Athletics Association, Inc., herein referred to as "Member."

ARTICLE V - TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE VI - OFFICERS

The officers of the Corporation shall be appointed by the Board of Directors and shall consist of a President, Vice President, Secretary and Treasurer. The offices of Secretary and Treasurer may be combined. Each officer shall serve for a term of one (1) year, beginning the 1st day of the month immediately following his election by a majority of the Board of Directors at the annual meeting of the Board of Directors. Officers may be re-elected to serve subsequent terms. In the event of a vacancy on the Board of Directors or in any office for any reason, the Board of Directors shall fill such vacancy for the unexpired term.

ARTICLE VII - BOARD OF DIRECTORS

The affairs of the corporation shall be managed by a Board of Directors. The names and addresses of the persons who are to serve as directors until the first election under these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Steve Orsini	4000 Central Florida Blvd. Room 107 WDS 2 Orlando FL 32816
William F. Merck, II	4000 Central Florida Blvd. Room 384, Milican Hall Orlando FL 32816
Tom Huddleston	4000 Central Florida Blvd. Room 384, Millican Hall Orlando, FL 32816

The number of directors shall be fixed in the By-Laws of this corporation. Directors shall be appointed by the Chairman of the Board of the sole Member of the corporation.

ARTICLE VIII - BY-LAWS

The By-Laws of the corporation shall be initially approved by a majority vote of the Board of Directors, and thereafter may be altered or rescinded by a majority vote of the Directors at the annual meeting of the Directors or at a duly called meeting of the Directors in accordance with the By-Laws.

ARTICLE IVIII - AMENDMENTS TO THE ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE IX - DISSOLUTION

Upon the liquidation or dissolution of the corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the corporation, shall be distributed to, and only to, the University of Central Florida or to a direct support organization of the University of Central Florida as that term is used in Section 1004 of the Florida Statutes which is also qualified as tax exempt under Section 501(c)(3) of the Internal Revenue Code. No part of the assets or the net earnings, current or accumulated, of the corporation shall inure to the benefit of a private individual.

ARTICLE X - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be:

301 E. Pine Street, Suite 1400
Orlando, Florida 32801

The name of the initial registered agent of this corporation shall be:

William A. Boyles

ARTICLE XI - CORPORATION'S PRINCIPAL OFFICE AND/OR MAILING ADDRESS

The principal office and/or mailing address of this corporation shall be:

c/o UCF Athletics Association, Inc.
4000 Central Florida Boulevard
Wayne Densch Sports Center 2, Room 107
Orlando, Florida 32816

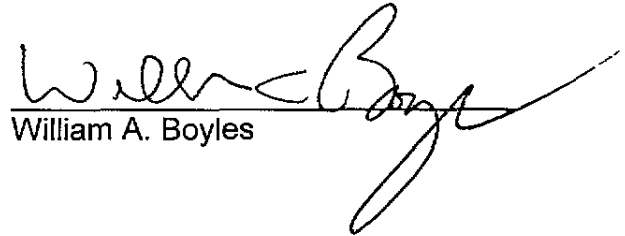
ARTICLE XIII - INCORPORATOR

The following is the name and street address of the incorporator signing these

Articles:

William A. Boyles
301 E. Pine Street, Suite 1400
Orlando, Florida 32801

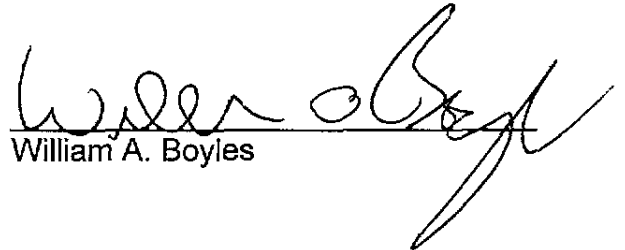
IN WITNESS WHEREOF, I have set my hand and seal this 8th day of June,
2004.


William A. Boyles

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the Registered Agent in the Articles of Incorporation of
U.C.F. A.A. PROPERTY CORPORATION, INC., I hereby accept and agree to act in
this capacity.

Dated: June 8, 2004.


William A. Boyles

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