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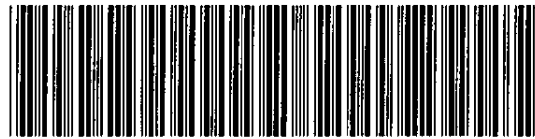
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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** UCF Convocation Corporation

**DOCUMENT NUMBER:** N05000008129

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

Please return all correspondence concerning this matter to the following:

W. Scott Cole

(Name of Contact Person)

Office of the General Counsel

(Firm/ Company)

P.O. Box 160015

(Address)

Orlando, FL 32816-0015

(City/ State and Zip Code)

For further information concerning this matter, please call:

Tanya Perry

(Name of Contact Person)

at ( 407 ) 823-2482

(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 &  
Certified Copy  
(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  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Articles of Amendment  
to  
Articles of Incorporation  
of

UCF Convocation Corporation

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

N05000008129

(Document number of corporation (if known))

FILED  
08 MAY 30 PM 12:06  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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):**

(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**)

Article III 1(a) is amended to more generally define the purpose of the corporation  
which is to carry out the purposes of the University of Central Florida.

The date of adoption of the amendment(s) was: April 29, 2008

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.

Signature William F. Merck II  
(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

William F. Merck II  
(Typed or printed name of person signing)

Secretary  
(Title of person signing)

**FILING FEE: \$35**

**FIRST AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
UCF CONVOCATION CORPORATION**

The undersigned, acting as incorporator of UCF Convocation Corporation under the Florida Not-For-Profit Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE I.**

**NAME**

The name of the Corporation is: UCF Convocation Corporation.

**ARTICLE II.**

**PRINCIPAL OFFICE**

The initial principal place of business and mailing address of the Corporation shall be 4000 Central Florida Blvd., Room 384 Millican Hall, Orlando, FL 32816.

**ARTICLE III.**

**PURPOSES AND POWERS**

1. The Corporation is organized as a Corporation not for profit pursuant to, and shall possess all of the powers enumerated in, Chapter 617, and Section 1004.28, Florida Statutes. The purposes and powers of the corporation are limited to the following:
  - A. The Corporation is organized and shall be at all times be operated exclusively for the benefit of , to perform the functions of, or to carry out the purposes of the University of Central Florida. .
  - B. The Corporation may hold any property, or any undivided interest therein, without limitation as to amount or value; may dispose of any such property and invest, reinvest or deal with the principal or the income in such manner as, in the judgment of the Corporation's board of directors, will best promote the purposes of the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the Bylaws of the Corporation or any applicable laws or rules.
  - C. The Corporation may transact any and all lawful business, subject to the limitations contained herein.
2. No part of the net earnings of the corporation shall inure to the benefit of any member, director or officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to the Corporation and

reasonable amounts expended by reason of the Corporation's effecting one or more of the purposes), and no member, director, or officer of the Corporation or any other private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall neither participate nor intervene in (including the publication or distribution of statements) any political campaign on behalf of or in apposition to any candidate for public office.

3. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall carry on only activities permitted to be carried on by (i) an organization exempt under Section 501(c)(3) of the Code and pertinent Treasury Regulations as they now exist or as they may be amended or (ii) any organization, contributions to which are deductible under Section 170(c)(2) of the Code pertinent Treasury Regulations as they now exist or as they may be amended.

#### **ARTICLE IV.**

##### **MEMBERS**

The members of the Corporation shall consist of the members of the Corporation's board of directors.

#### **ARTICLE V.**

##### **INITIAL REGISTERED OFFICE AND AGENT**

The Street address of the initial registered office of the Corporation is 4000 Central Florida Blvd., Room 360, Millican Hall, Orlando, FL 32816 and the name of the Corporation's initial registered agent at the address is W. Scott Cole.

#### **ARTICLE VI.**

##### **BOARD OF DIRECTORS**

**Management of Corporate Affairs.** The Corporation shall be managed, its properties controlled, and its affairs governed under the direction of its board of directors. The terms and manner of election of the Directors shall be as provided in the Bylaws.

## **ARTICLE VII.**

### **NAME AND ADDRESS OF INCORPORATOR**

The names and address of the incorporator is:

Name

Address

W. Scott Cole

4000 Central Florida Blvd.  
Room 360, Millican Hall  
Orlando, FL 32816

## **ARTICLE VIII.**

### **DISSOLUTION**

Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation remaining after the payments of the corporation's lawful debts shall be distributed to the University of Central Florida Foundation, Inc., a Florida Corporation not for profit, if then qualified under the provisions of Section 501(c)(3) of the code and pertinent Treasury regulations as they now exist or as they may be amended, or if not, as directed by the President of the University of Central Florida.

I HEREBY CERTIFY that the foregoing First Amended and Restated Articles of Incorporation were approved by majority vote of the Board of Directors on April 29, 2008.



William F. Merck, II, Secretary

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 617, Florida Statutes, UCF Convocation Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the Corporation is UCF Convocation Corporation.
2. The name and address of the registered agent and office are W. Scott Cole, 4000 Central Florida Blvd., Room 360, Millican Hall, Orlando, FL 32816.

**REGISTERED AGENT'S ACCEPTANCE**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, W. Scott Cole hereby accepts the appointment as registered agent and agrees to act in this capacity. W. Scott Cole further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of his position as registered agent.

  
\_\_\_\_\_  
W. Scott Cole

Date: 4/30/08