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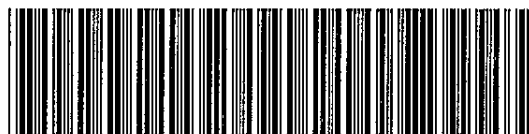
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TALLAHASSEE, FLORIDA
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MRS
11/21

COVER LETTER

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

SUBJECT: GOLDEN KNIGHTS PROPERTY CORPORATION
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: TIFFANY NGUYEN
Name (Printed or typed)

4000 CENTRAL FLORIDA BLVD., MH 360
Address

ORLANDO, FL 32816-0015
City, State & Zip

407-823-2482
Daytime Telephone number

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

**ARTICLES OF INCORPORATION
OF
GOLDEN KNIGHTS PROPERTY CORPORATION**

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TALLAHASSEE, FLORIDA

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

**ARTICLE I
NAME**

The name of the corporation shall be GOLDEN KNIGHTS PROPERTY CORPORATION.

**ARTICLE II
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The address of the Corporation's principal office is 4000 Central Florida Blvd., Room 384 Millican Hall, Orlando, FL 32816.

**ARTICLE III
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 and of the Golden Knights Convocation Corporation by assisting in acquiring facilities and constructing facilities on its campus and, in general, furthering its educational mission.

To further the purposes listed above, 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 IV POWERS

The Corporation shall have and exercise all powers of a corporation not for profit as the same now exist or may hereinafter exist under the laws of the State of Florida. No part of the assets, income or profits of the Corporation shall be distributable to, or inure to the benefit of, its members, directors or officers or any private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation to its employees for services rendered and to make payments and distributions in the furtherance of the purposes set forth herein. Notwithstanding any other provision hereof, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income taxation under Section 501(c)(3) of the Code or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE V MEMBERS

This Corporation's sole Member shall be the Golden Knights Convocation Corporation, herein referred to as "Member."

**ARTICLE VI
TERM OF EXISTENCE**

The corporation shall have perpetual existence.

**ARTICLE VII
DIRECTORS AND THE MANNER OF ELECTION OF DIRECTORS**

The Corporation shall be managed by or under the direction of a Board of Directors. At all times, there shall be at least three but no more than five members of the Board of Directors. The Board of Directors shall carry out the purposes of the Corporation in compliance with these Articles of Incorporation and the Corporation's Bylaws. The method of appointment or election of directors shall be as stated in the Bylaws of this 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 IX
AMENDMENT**

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

**ARTICLE X
DISSOLUTION**

In the event of dissolution of the Corporation, the winding up of its affairs, or other liquidation of its assets, the Corporation's property shall not be conveyed to any organization created or operated for profit or to any individual, and all assets remaining after the payment of the Corporation's debts shall be conveyed or distributed at the direction of the then Directors of the Corporation to the Board of Trustees, or if such organization has ceased to exist, to the University, or if such organization has ceased to exist, to such other organization or organizations that are exempt from federal income tax under Section 501(c)(3) of the Code as directed by the Board of Governors of the State of Florida.

**ARTICLE XI
INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and the street address of the initial registered agent 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 XII
INCORPORATOR**


The name and street address of the incorporator for these Articles of Incorporation are W. Scott Cole, General Counsel, University of Central Florida, 4000 Central Florida Blvd., Room 360, Millican Hall, Orlando, FL 32816

**ARTICLE XIII
INDEMNIFICATION**

Directors, officers, employees and agents of the Corporation shall be indemnified to the full extent permitted by Florida law.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, I have set my hand and seal this 14th day of November, 2005.




W. Scott Cole

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the Registered Agent in the Articles of Incorporation of GOLDEN KNIGHTS PROPERTY CORPORATION, I hereby accept and agree to act in this capacity.

Dated: November 14, 2005.



W. Scott Cole

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