

NO6 000012059

KATHY FRANCISCO  
(Requestor's Name)

135 W. CENTRAL BLVD.  
(Address)

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(Address)

ORLANDO, FL 32801  
(City/State/Zip/Phone #)

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J. Shivers NOV 21 2006

**ARTICLES OF INCORPORATION  
OF  
FIU ATHLETICS FINANCE CORPORATION**

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

**ARTICLE I.**

**NAME**

The name of the Corporation is: FIU Athletics Finance Corporation.

**ARTICLE II.**

**PRINCIPAL OFFICE**

The initial principal place of business and mailing address of the Corporation shall be 11200 S.W. 8<sup>th</sup> Street, PC511, Miami, Florida 33199.

**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 include, but are not limited to the following:
- A. The Corporation is organized and shall be operated exclusively to receive, hold, invest, and administer property and to make expenditure to or for the benefit of Florida International University.
  - B. The Corporation shall facilitate the financing of projects related to the FIU football stadium. The Corporation shall manage and operate the FIU football stadium, and shall administer all revenues received from stadium activities including, but not limited to, the sale of suites, club seats, general stadium seating, special events, concessions, novelty sales, etc.
  - C. 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.

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- D. 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 opposition 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 Internal Revenue Code of 1986 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 Internal Revenue Code of 1986 and 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 11200 S.W. 8<sup>th</sup> Street, PC511, Miami, Florida 33199 and the name of the Corporation's initial registered agent at the address is Cristina L. Mendoza, Esq., General Counsel.

#### **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 name and address of the incorporator is:

Name

Address

Cristina L. Mendoza, Esq.  
General Counsel

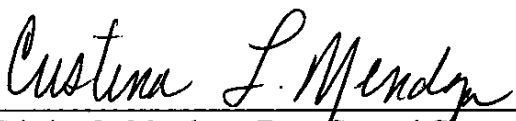
11200 S.W. 8<sup>th</sup> Street  
PC511  
Miami, FL 33199

**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 Florida International University Foundation, Inc., a Florida corporation not-for-profit, if then qualified under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986 and pertinent Treasury regulations as they now exist or as they may be amended, or if not, as directed by the President of Florida International University.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation the 14<sup>th</sup> day of November, 2006.

  
Cristina L. Mendoza, Esq., General Counsel

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

Pursuant to the provisions of Section 617, Florida Statutes, FIU Athletics Finance 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 FIU Athletics Finance Corporation.
2. The name and address of the registered agent and office are Cristina L. Mendoza, Esquire, General Counsel, 11200 S.W. 8<sup>th</sup> Street, PC511, Miami, Florida 33199.

**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, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of her duties, and is familiar with and accepts the obligations of her position as registered agent.

*Cristina L. Mendoza*  
\_\_\_\_\_  
Cristina L. Mendoza  
Date: 11/14/07

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