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FLORIDA PROFIT/NON PROFIT CORPORATION
College of Medicine Scholarship Fund Inc

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DIVISION OF CORPORATIONS

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**ARTICLES OF INCORPORATION
OF
COLLEGE OF MEDICINE SCHOLARSHIP FUND, INC.**

The undersigned incorporator to these articles of incorporation hereby forms a corporation not for profit (the "Corporation") under the laws of the State of Florida as follows:

ARTICLE I

Name, Principal Place of Business, and Mailing Address

The name of the Corporation is: College of Medicine Scholarship Fund, Inc. The principal place of business and mailing address is c/o Carlton Fields, P.A., 450 South Orange Avenue, Suite 500, Orlando, Florida 32801, Attn: Daniel L. DeCubellis.

ARTICLE II

Term of Existence

The date when corporate existence shall commence shall be the date of the filing of these articles of incorporation by the office of the Florida Department of State and the Corporation shall have perpetual existence thereafter.

ARTICLE III

Purpose

The Corporation is organized and shall be operated exclusively for 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 (the "Code"), including, but not limited to, the provision of funds to the University of Central Florida Foundation, Inc., to be used for M.D. scholarships at the University of Central Florida College of Medicine.

The Corporation shall have all powers now or hereafter granted by law, and in addition thereto shall have all powers lawfully necessary or required to carry out its purposes and objects. All of the assets or earnings shall be used exclusively for the purposes hereinabove set out, including payment of expenses incidental thereto.

ARTICLE IV

Members

The qualifications of members and the manner of admission of members shall be as specified in the bylaws of the Corporation.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 100 S. Ashley Drive, Suite 230, Tampa, FL 33602, and the name of its initial registered agent at such address is CFRA, LLC.

ARTICLE VI**Directors**

The Corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time and their election and appointment shall be as specified in the bylaws of the Corporation, provided that the Corporation shall always have at least three directors. The name and address of each initial director of the Corporation who shall serve until his successor is duly elected and qualified are:

<u>Name</u>	<u>Address</u>
Daniel L. DeCubellis	c/o Carlton Fields, P.A. 450 South Orange Avenue Suite 500 Orlando, Florida 32801 Attn. Daniel L. DeCubellis
James W. Warmus	c/o Averett Warmus Durkee Osburn Henning 1417 East Concord Street, Orlando, Florida 32803 Attn. James W. Warmus
Rebecca York	c/o Averett Warmus Durkee Osburn Henning 1417 East Concord Street, Orlando, Florida 32803 Attn. Rebecca York

ARTICLE VII**Incorporator**

The name and address of the incorporator signing these articles of incorporation are:

<u>Name</u>	<u>Address</u>
Daniel L. DeCubellis	c/o Carlton Fields, P.A. 450 South Orange Avenue Suite 500 Orlando, Florida 32801 Attn. Daniel L. DeCubellis

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ARTICLE VIII**Bylaws**

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors of the Corporation.

ARTICLE IX**Amendment**

These articles of incorporation may be amended in the manner provided by law

ARTICLE X**Dissolution**

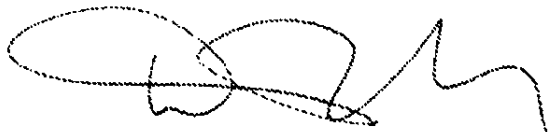
Upon a dissolution of the Corporation, the residual assets of the Corporation will be turned over to the University of Central Florida Foundation, Inc., provided it is at that time exempt as an organization described in Code §§ 501(c)(3) and 170(c)(2), or to one or more organizations which themselves are exempt as organizations described in Code §§ 501(c)(3) and 170(c)(2), or to the federal, state, or local government for exclusive public purpose.

ARTICLE XI**Limitations**

Section 1. Legislative and Political Activity. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distributing of statements in connection with) any political campaign on behalf of or in opposition to any candidate for public office.

Section 2. Property. The property, assets, profits, and net income of the Corporation are dedicated irrevocably to the purposes set forth herein. No part of the Corporation's profits or net earnings shall inure to the benefit of its directors, officers, members, or to the benefit of any private individual.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 23 day of October, 2012.



Daniel L. DeCubellis, Incorporator

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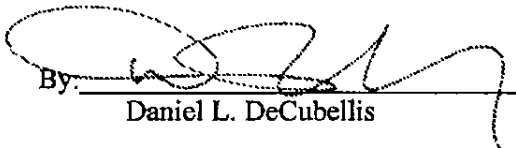
ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, 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 its duties, and is familiar with and accept the duties and obligations of its position as registered agent.

Dated this 23 day of October, 2012.

Registered Agent

CFRA, LLC
a Florida limited liability company

By: 

Daniel L. DeCubellis