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Division of Corporations

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
UCF LOCKWOOD COMMUNITIES, INC.
(A CORPORATION NOT FOR PROFIT)**

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

ARTICLE I. NAME

The name of the Corporation is: UCF Lockwood Communities, Inc. (hereinafter, the "Corporation").

ARTICLE II. PRINCIPAL OFFICE

The initial principal place of business and mailing address of the Corporation shall be 4000 Central Florida Blvd., Room 360, Millican Hall, , Orlando, FL 32816.

ARTICLE III. PURPOSES AND POWERS

A. 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 Corporation is organized, and at all times thereafter to be operated, exclusively for the following charitable, educational, literary, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law (the "Code"): to benefit, to perform the functions of, or to carry out the purposes of the University of Central Florida ("UCF"), a State of Florida college described in sections 170(b)(1)(A)(ii), 509(a)(1) and 511(a)(2)(B) of the Code, and entities affiliated with our supporting UCF or providing programs or services for UCF's students that are described in sections 501(c)(3) and 509(a)(1) or (2) of the Code, by receiving, holding, investing, and administering property and making expenditures to or for the benefit of such organizations. It is intended that the Corporation will qualify as a "supporting organization" within the meaning of section 509(a)(3) of the Code and the Treasury Regulations promulgated thereunder. The Corporation shall have perpetual duration.

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 is not organized and shall not be operated for pecuniary gain or profit. 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. The Corporation shall not have capital stock or shareholders. 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 never directly or indirectly participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

D. 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 and pertinent Treasury Regulations as they now exist or as they may be amended.

E. The Corporation shall have the power and authority to accept gifts and contributions, whether made by will or otherwise, in any form of property and subject to any conditions consistent with the Corporation's status as an organization described in section 501(c)(3) of the Code, so long as the testator or donor has not specified any purpose for any such gift or contribution that is inconsistent with the objectives and purposes of the Corporation. The Corporation shall not accept gifts or contributions from any person (other than a public charity described in section 509(a)(1), (2) or (4) of the Code) who directly or indirectly controls the governing body of a supported organization of the Corporation (alone, or together with family members or a 35% controlled entity).

ARTICLE IV. NO MEMBERS

The Corporation shall not have members.

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

A. The Corporation shall be managed, its properties controlled, and its affairs governed under the direction of its board of directors. The exact number, terms, and manner of election of the Directors shall be as provided in the Bylaws.

B. No director shall have any personal liability to the Corporation for monetary damages for breach of duty of care or other duty as a director, by reason of any act or omission occurring on or subsequent to the date when this provision becomes effective, provided that this

provision shall eliminate or limit the liability of a director only to the extent permitted from time to time by the Florida Not For Profit Corporation Act or any successor law or laws.

ARTICLE VII. NAME AND ADDRESS OF INCORPORATOR

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
W. Scott Cole	4000 Central Florida Blvd. Room 360, Milligan Hall Orlando, FL 32816

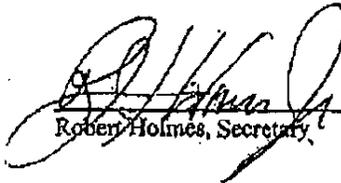
ARTICLE VIII. DISSOLUTION

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., 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, to: (i) a federal, state or local governmental body or agency for exclusively public purposes, or (ii) another organization organized and operating for the same or similar purposes for which the Corporation is organized and operating, or to one or more corporations, funds or foundations organized and operating exclusively for charitable purposes, which shall be selected by the President of the University of Central Florida, provided that any such recipient organization or organizations must at that time either be described in section 170(c)(1) of the Code or qualify for exemption from taxation under the provisions of section 501(c)(3) of the Code and be described in section 170(c)(2) of the Code.

ARTICLE IX. AMENDMENT

The Articles of Incorporation of the Corporation may be amended by the affirmative vote of a majority of the Directors of the Corporation then in office. No amendment may be made that would cause the Corporation no longer to be qualified as an exempt organization described in section 501(c)(3) of the Code.

I HEREBY CERTIFY that the foregoing ~~First~~ Amended and Restated Articles of Incorporation were approved by majority vote of the Board of Directors on the 19 day of February, 2013.


Robert Holmes, Secretary

**CERTIFICATE OF RESTATED
ARTICLES OF INCORPORATION OF
UCF LOCKWOOD COMMUNITIES, INC.**

Pursuant to section 617.1007, Florida Statutes, UCF Lockwood Communities, Inc., a Florida corporation not for profit (the "Corporation"), hereby certifies that:

I

The name of the Corporation is UCF Lockwood Communities, Inc.

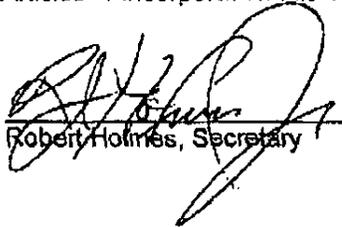
II

The Amended and Restated Articles of Incorporation attached hereto were duly adopted by the Board of Directors on February 19, 2013. No Members were entitled to vote thereon.

III

The Amended and Restated Articles of Incorporation attached hereto supersede the original Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned duly authorized officer of the Corporation has executed this Certificate of Restated Articles of Incorporation this 19th day of February, 2013.


Robert Holmes, Secretary

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