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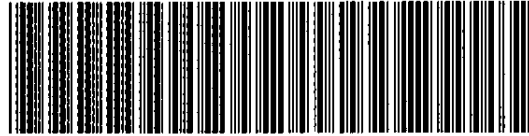
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TALLAHASSEE, FLORIDA

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J. Shivers JUN 29 2010



Office of the Vice President and General Counsel

June 23, 2010

123 Tigert Hall
PO Box 113125
Gainesville, FL 32611-3125
352-392-1358
352-392-4387 Fax

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

Re: Articles of Incorporation

Dear Sir/Madam:

Enclosed for filing are Articles of Incorporation and Registered Agent Designation for UF Historic St. Augustine, Inc. A check for \$70.00 for the filing fees is also enclosed.

Thank you.

A handwritten signature in cursive script that reads "Michael W. Ford".

Michael W. Ford
Senior University Counsel

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ARTICLES OF INCORPORATION
of
UF HISTORIC ST. AUGUSTINE, INC.
A Florida Not-for-Profit Corporation

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TALLAHASSEE, FLORIDA

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The undersigned, acting as incorporator of this Corporation pursuant to Chapter 617 of the Florida Statutes, hereby forms a corporation not for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

ARTICLE 1. NAME OF CORPORATION AND PRINCIPAL OFFICE

The name of the Corporation is UF Historic St. Augustine, Inc.. The principal office is 204 Tigert Hall, University of Florida, Gainesville, FL 32611.

ARTICLE 2. TERM

The Corporation shall have perpetual existence.

ARTICLE 3. PURPOSES

The Corporation is organized exclusively for charitable, religious, educational, literary and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue Law.

In particular, the Corporation is organized to ensure the long-term preservation and interpretation of state-owned historic properties in St. Augustine through the historic preservation efforts and historic education programs and initiatives of the University of Florida (the "University") that will be responsive to the state's needs for professionals in historic preservation, archaeology, cultural resources management, cultural tourism, and museum administration and will help meet needs of St. Augustine

and the state through educational internships and practicums. In furtherance of these goals, the Corporation is organized:

To preserve, restore, reproduce, maintain, operate and exhibit ancient or historical landmarks, locations, sites, monuments, buildings, remains or other property of historic or antiquarian interest, value, beauty, scientific interest, recreational utility, or other unusual features, within the City of St. Augustine, or surrounding areas, and to gather and disseminate information in connection therewith;

To assist, promote, provide for, establish, maintain or operate museums or other places for exhibits and for the use of such objects, books and documents; and also to collect and preserve artifacts, relics, books, documents and exhibits of historical, educational, scientific, or other interests to scholars, students and other interested persons;

To promote research and education and further useful knowledge in the realm of science, history, literature, music and art; and in connection therewith, to research, prepare, publish and procure, for the use and benefit of the general public, books, reports, articles, pamphlets, brochures, documents, maps, photographs, films or other video media, sound recordings, and other products of similar nature in furtherance of the protection and preservation of and the dissemination of information about historic sites and properties, as well as persons, places, events, conditions, objects, patterns, behaviors, records and times pertaining to Florida history;

To the extent permitted by law, to solicit, raise, accept and receive grants, gifts and bequests of money or property from the federal government, state government, foundations, business entities and individuals and to hold or dispose of the same in accordance with the instructions of any donors thereof, and to invest and reinvest the

same, and to employ the income from such investments as well as the principal in furtherance and for the achievement of its corporate purposes;

To acquire, hold, manage, administer, operate, pledge, sell, rent, lease, or in any manner, dispose of, deal or trade in property of any kind, class and description wherever located, including, without limitation, real estate, goods, merchandise and tangible and intangible property.

ARTICLE 4. MEMBERS

The Corporation shall not have any members.

ARTICLE 5. POWERS

The Corporation shall have and may exercise all powers, rights and authorities as are now or may hereafter be granted to corporations not for profit under the laws of the State of Florida.

ARTICLE 6. BOARD OF DIRECTORS

All corporate powers shall be exercised and the affairs of the Corporation shall be managed under the direction of a Board of Directors consisting of not less than three (3) persons, the exact number of which shall be provided in the Bylaws. The manner of appointment or designation of the directors shall be as provided in the Bylaws.

ARTICLE 7. OFFICERS

The Officers of the Corporation, and the manner of their appointment, shall be as set forth in the Bylaws.

ARTICLE 8. BYLAWS

Bylaws, not inconsistent with Florida law or these Articles, shall be adopted by the Board of Directors to provide for the administration of the affairs of the Corporation and the exercise of its corporate powers.

ARTICLE 9. AMENDMENTS

The Articles of Incorporation and Bylaws of the Corporation may be amended by the Board of Directors but any such amendment shall not be effective until approved by the President of the University of Florida.

ARTICLE 10. LIMITATIONS

No part of the net earnings of the corporation shall inure to the benefit of or be distributed to its directors, officers or other private persons, except that the Corporation shall be authorized to pay reasonable compensation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

ARTICLE 11. DISSOLUTION

Upon the dissolution of the Corporation, after payment or making provision for payment of the liabilities and obligations of the Corporation, and after the return, transfer or conveyance of assets which are held by the Corporation under a condition or contract requiring their return, the Board of Directors shall distribute the Corporation's remaining assets to The University of Florida Foundation, Inc. to be held for the purpose of historic preservation programs and activities of the University of Florida; provided that such organization is exempt from federal income tax under Section 501(a) of the Internal Revenue Code and is described in Section 501(c)(3) of the Internal Revenue Code. In the event that such organization fails to be an exempt organization as described in the foregoing sentence then the remaining assets shall be distributed to an organization so qualifying selected by the Board of Directors to be held for the foregoing purposes. In

the event that the University of Florida has ceased to exist at the time of such dissolution the Corporation's remaining assets shall be distributed to the State of Florida.

ARTICLE 12. REGISTERED OFFICE AND REGISTERED AGENT

The registered office address of the Corporation is Room 123, Tigert Hall, University of Florida, Gainesville, Florida 32611-3125. The name of the registered agent is Michael W. Ford.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 23rd day of June, 2010.



Michael W. Ford
Room 123
Tigert Hall
University of Florida
Gainesville, FL 32611-3125

REGISTERED AGENT'S ACCEPTANCE

Having been named as registered agent to accept service of process for the Florida Citrus Research and Development Foundation, Inc. at the place identified in Article 12 hereof, I hereby accept the appointment as registered agent and agree to act in this capacity. I am familiar with and will comply with the provisions of all statutes relating to the proper and complete performance of my duties and I accept the obligations and duties of the registered agent of the Corporation.

Michael W. Ford
Michael W. Ford

June 23, 2010
Date

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SECTIONARY OF STATE
TALLAHASSEE, FLORIDA

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