AMENDED AND RESTATED ARTICLES OF INCORPORATION UNIVERSITY OF CENTRAL FLORIDA FOUNDATION, INC. ARTICLE I

PRELIMINARY MATTERS

Section 1. Certification by Secretary. The person signing below, acting as the Secretary of the Board of Directors ("Board") of University of Central Florida, Inc. ("Foundation") a not-for profit-corporation under the Florida Not for Profit Corporation Act ("Act"), as provided in Chapter 617 of the Florida Statutes certifies that:

a. The original name of the Foundation was Florida Technological University Foundation, Incorporated, which name was changed to the University of Central Florida Foundation, Incorporated in the Articles of Amendment to the Articles of Incorporation filed on June 1, 1979;
b. The following Amended and Restated Articles of Incorporation were adopted by at least a majority of all votes cast at a meeting of the Foundation's Board of Directors ("Board") on and have been ratified as provided in the Bylaws;

Section 2. Amendment and Restatement. The following Amended and Restated Articles of Incorporation of the University of Central Florida Foundation, Inc. will supersede all other articles when approved by the Secretary of State of Florida, in accordance with Chapter 617, Florida Statutes:

ARTICLE II

PRINCIPAL OFFICE; REGISTERED AGENT; PURPOSE; TERM

Section 1. Principal Office. The principal office shall be designated on the annual reports and such other documents publicly filed with the Florida Department of State.

Section 2. Registered Agent. The Foundation's registered agent shall be designated on the annual reports and such other documents publicly filed with the Florida Department of State.

Section. 3. Corporate Purpose. The purposes for which the Foundation is organized are as follows:

a. To encourage, support, and enhance the University of Central Florida, a comprehensive learning institution in higher education, in its mission as determined by the University of Central Florida Board of Trustees, including the ability to encourage, solicit, receive and administer private support for the benefit of the University and its related entities, create awareness of the University and its mission, build relationships, recognize support, own property, borrow such sums of money necessary upon approval by the Board of Trustees, and perform all business related matters necessary to accomplish this purpose which a corporation not for profit organized under the laws of

Florida for the foregoing purposes can be authorized to exercise or as may be further delegated by the Bylaws.

b. All of the assets and income of the Foundation shall be used only for the purposes hereinabove set out, including the payment of expenses incidental thereto; and no part of its assets or income shall be distributable to its members, trustees or officers, and no substantial part of its activities shall be for the carrying on of propaganda or otherwise attempting to influence legislation, and the Foundation shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

Section 4. Term. The Foundation shall have a perpetual existence.

ARTICLE III

BOARD OF DIRECTORS

Section 1. Powers. The powers of the Foundation will be exercised, its property controlled, and its affairs governed by the ("Directors").

Section 2. Election and Appointment. Members of the Board will be elected and appointed as provided in the Bylaws.

Section 3. Executive Committee.

a. An Executive Committee of the Board may be elected and appointed as provided in the Bylaws.
b. The Executive Committee can exercise all the power and authority of the Board in the management and direction of the business affairs of the Foundation except for those matters which are expressly delegated to another committee and matters which, under applicable law, or the Foundation's Certificate of Incorporation or Bylaws cannot be delegated by the Board.

ARTICLE IV

BOARD OFFICERS; RULES OF THE BOARD OF GOVERNORS

Section 1. Board Officers. The officers of the Board will be the Chair, Vice Chairs, Secretary and Treasurer. These Board Officers will be Elected Directors and members of the Board. No other Officers will be members of the Board.

Section 2. Board of Governors and Board of Trustees. These Articles of Incorporation and the Foundation's Bylaws will be consistent with the applicable rules of the University of Central Florida Board of Trustees ("BOT") and the State of Florida Board of Governors, including the right of the President and the BOT to monitor and control the use of resources of the University of Central Florida, including, without limitation, the name of the University of Central Florida.

ARTICLE V

MISCELLANEOUS

Section 1. Charitable Purpose. The property of the Foundation is irrevocably dedicated to charitable purposes and no part of the net income or assets of the Foundation will ever inure to the benefit of any Director, officer, or member of the Foundation, or to the benefit of any private individual.

Section 2. Dissolution. Upon the dissolution or winding up of the Foundation, its assets remaining after payment, or provision for payment of all debts and liabilities of the Foundation, will be distributed to the University of Central Florida Board of Trustees or other State of Florida entity designated to hold title on behalf of the University of Central Florida Board of Trustees to be used exclusively for the purposes set out here, it being intended that no distribution or payment will be made which will impair or destroy the tax exempt status (under Section 50l(c)(3) of the Internal Revenue Code of 1986, as amended) of the Foundation or which will result in the denial of tax exempt status to donations, contributions, legacies, bequests, or dues received by the Foundation, to the extent that such tax exempt status will be allowed under any applicable laws or regulations.

Section 3. Amendments. This Amended and Restated Articles of Incorporation and the Bylaws may be amended in accordance with the Bylaws.

The undersigned, as Secretary of the Foundation , executed these Amended and Restated Articles of Incorporation as of October 24, 2024

UNIVERSITY OF CENTRAL FLORIDA FOUNDATION, INC.

Dana Patton
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