

Copy

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
UCF FINANCE CORPORATION**

TO: Department of State
Tallahassee, Florida 32304

The undersigned, as Secretary of UCF Finance Corporation ("Corporation"), a not-for profit corporation organized under the provisions of Chapter 617, Florida Statutes, does hereby certify:

~~That the original name of the Corporation was UCF Health Facilities Corporation, and~~
that the original Articles of Incorporation for the Corporation were filed with the Florida Secretary of State on February 21, 2007; and

That the Corporation has no members and on March 18, 2008, the Board of Directors of the Corporation voted to amend and restate in their entirety the current Articles of Incorporation of the Corporation by a majority vote of its members as provided for in the current Articles of Incorporation of the Corporation; and

That any amendments included in this Restatement have been adopted pursuant to Section 617.1007(4), Florida Statutes, and there are no discrepancies between the Corporation's Articles of Incorporation as previously amended and the provision of these restated Articles of Incorporation other than inclusion of the amendments and other matters of historical interest.

NOW, THEREFORE, based on the foregoing, it is resolved that the Articles of Incorporation are hereby amended and restated in their entirety as follows:

ARTICLE I.

NAME

The name of the Corporation is: UCF Finance Corporation.

ARTICLE II.

PRINCIPAL OFFICE

The initial principal place of business and mailing address of the Corporation shall be 4000 Central Florida Blvd., Room 384 Millican Hall, Orlando, FL 32816.

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 the University of Central Florida.
 - 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 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 apposition 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 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 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 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

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 names and address of the incorporator is:

Name

Address

W. Scott Cole

4000 Central Florida Blvd.
Room 360, Millican 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., a Florida Corporation not for profit, 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, as directed by the President of the University of Central Florida.

I HEREBY CERTIFY that the foregoing Amended and Restated Articles of
~~Incorporation of UCF Finance Corporation were adopted by its Board of Directors on the 18th~~
day of March, 2008.


Secretary

4/24/08
Date