

State of Florida



Department of State

I certify from the records of this office that UCF STADIUM CORPORATION, is a corporation organized under the laws of the State of Florida, filed on October 26, 2005.

The document number of this corporation is N05000011009.

I further certify that said corporation has paid all fees due this office through December 31, 2015, that its most recent annual report/uniform business report was filed on April 1, 2015, and its status is active.

I further certify that said corporation has not filed Articles of Dissolution.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capital, this the
Twenty-fourth day of November, 2015



CR2EO22 (1-11)

Ken Detzner

Ken Detzner
Secretary of State

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation, as amended to date, of UCF STADIUM CORPORATION, a corporation organized under the laws of the State of Florida, as shown by the records of this office.

The document number of this corporation is N05000011009.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capital, this the
Twenty-fourth day of November, 2015



CR2EO22 (1-11)

Ken Detzner

Ken Detzner
Secretary of State

**ARTICLES OF INCORPORATION
OF
GOLDEN KNIGHTS CONVOCATION CORPORATION**

FILED

2005 OCT 26 A 6:41

The undersigned, acting as incorporator of Golden Knights Convocation Corporation, under the Florida Not-For-Profit Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I.

NAME

The name of the Corporation is: Golden Knights Convocation 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.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation the 25th day of OCTOBER, 2005



W. Scott Cole

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**


FILED

Pursuant to the provisions of Section 617, Florida Statutes, GOLDEN KNIGHTS Convocation Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida, **2005 OCT 24 A 6:41**
TALLAHASSEE, FLORIDA

1. The name of the Corporation is Golden Knights Convocation Corporation.
2. The name and address of the registered agent and office are W. Scott Cole, 4000 Central Florida Blvd., Room 360, Millican Hall, Orlando, FL 32816.

REGISTERED AGENT'S ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, W. Scott Cole hereby accepts the appointment as registered agent and agrees to act in this capacity. W. Scott Cole further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of his position as registered agent.



W. Scott Cole

Date: 10-25-05

Articles of Amendment
to
Articles of Incorporation
of

GOLDEN KNIGHTS CONVOCATION CORPORATION

(Name of corporation as currently filed with the Florida Dept. of State)

N05000011009

(Document number of corporation (if known))

05 NOV 15 AM 6:51
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

FILED

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

GOLDEN KNIGHTS CORPORATION

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

The date of adoption of the amendment(s) was: 11/07/05

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signature W. Scott Cole
(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

W. Scott Cole
(Typed or printed name of person signing)

Incorporator
(Title of person signing)

FILING FEE: \$35

Articles of Amendment
to
Articles of Incorporation
of

Golden Knights Corporation

(Name of Corporation as currently filed with the Florida Dept. of State)

N05000011009

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

UCF Stadium Corporation

The new name must be distinguishable and contain the word "corporation" or "Incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

(Principal office address **MUST BE A STREET ADDRESS**)

4365 Andromeda Loop N. Suite 360

Orlando, FL 32816-0015

C. Enter new mailing address, if applicable:

(Mailing address **MAY BE A POST OFFICE BOX**)

4365 Andromeda Loop N. Suite 360

Orlando, FL 32816-0015

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

Cole, W. Scott

4365 Andromeda Loop N. Suite 360

(Florida street address)

New Registered Office Address:

Orlando

(City)

Florida

32816-0015

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

15 FEB 27 AM 10:23

FILED

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change. Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	<u>D</u>	<u>Harms, Alfred</u>	<u>4365 Andromeda Loop N. Suite 360</u>
<input type="checkbox"/> Add			<u>Orlando, FL 32816-0015</u>
<input checked="" type="checkbox"/> Remove			<u></u>
2) <input type="checkbox"/> Change	<u>D</u>	<u>Rick Schell</u>	<u>4365 Andromeda Loop N. Suite 360</u>
<input checked="" type="checkbox"/> Add			<u>Orlando, FL 32816-0015</u>
<input type="checkbox"/> Remove			<u></u>
3) <input type="checkbox"/> Change	<u></u>	<u></u>	<u></u>
<input type="checkbox"/> Add			<u></u>
<input type="checkbox"/> Remove			<u></u>
4) <input type="checkbox"/> Change	<u></u>	<u></u>	<u></u>
<input type="checkbox"/> Add			<u></u>
<input type="checkbox"/> Remove			<u></u>
5) <input type="checkbox"/> Change	<u></u>	<u></u>	<u></u>
<input type="checkbox"/> Add			<u></u>
<input type="checkbox"/> Remove			<u></u>
6) <input type="checkbox"/> Change	<u></u>	<u></u>	<u></u>
<input type="checkbox"/> Add			<u></u>
<input type="checkbox"/> Remove			<u></u>

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

The date of each amendment(s) adoption: February 6, 2015, if other than the date this document was signed.

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 2/13/15
Signature [Handwritten Signature]
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Mr. Robert Holmes, Jr.
(Typed or printed name of person signing)

Chairman
(Title of person signing)