

**ARTICLES OF INCORPORATION  
OF  
UCF ACADEMIC HEALTH, INC.**

**ARTICLE I.  
NAME**

The name of the Corporation is UCF Academic Health, Inc.

**ARTICLE II.  
PRINCIPAL OFFICE**

The principal place of business and mailing address of the Corporation shall be University of Central Florida College of Medicine, 6850 Lake Nona Blvd., 3<sup>rd</sup> Floor, Orlando, FL 32827.

**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 purposes and powers of the corporation include, but are not limited to the following:
1. The Corporation is organized and shall be operated for the promotion and support of medical education, research, and patient care through the planning and development of clinical initiatives and affiliated partnerships that will serve the education, research and clinical mission and objectives of the University of Central Florida College of Medicine. The Corporation is organized and operated to receive, hold, invest, and administer property and to make expenditure to or for the benefit of the University of Central Florida.
  2. 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.
  3. The Corporation may transact any and all lawful business, subject to the limitations contained herein.
- B. 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

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STATE OF FLORIDA  
DIVISION OF CORPORATIONS

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 the 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 opposition to any candidate for public office.

- C. 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 Internal Revenue Code (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 this not-for-profit corporation, if any, shall be qualified and admitted as set forth in the Bylaws of this Corporation.

#### **ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT**

The Street address of the registered office of the Corporation is 4365 Andromeda Loop N., Room 360, Millican Hall, Orlando, FL 32816 and the name of the Corporation's registered agent at the address is W. Scott Cole.

#### **ARTICLE VI. BOARD OF DIRECTORS**

The property, affairs and activities of the Corporation shall be managed by its Board of Directors, who shall be designated or appointed as provided in the Bylaws of the Corporation, and who shall serve without compensation.

#### **ARTICLE VII. TERM OF EXISTENCE**

This Corporation shall have perpetual existence unless it shall be dissolved according to the laws of the State of Florida.

**ARTICLE VIII.  
STOCK AND DIVIDENDS PROHIBITED**

The Corporation shall have no capital stock, pay no dividends, distribute no part of the net income to its members, officers, or directors, and the private property of its members shall not be liable for any obligations of the Corporation.

**ARTICLE IX.  
AMENDMENT**

Amendments to these Articles of Incorporation may be proposed and adopted by a vote of two-thirds (2/3) of all members of the Board of Directors and must be submitted to the University of Central Florida Board of Trustees in accordance with University Regulation UCF 4.034 (3) (d) for approval prior to becoming effective.

**ARTICLE X.  
NAME AND ADDRESS OF INCORPORATOR**

The name and address of the Incorporator is:


<u>Name</u> W. Scott Cole	<u>Address</u> 4365 Andromeda Loop N. Room 360, Millican Hall Orlando, FL 32816
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**ARTICLE XI.  
DISSOLUTION**

Upon dissolution of this 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 disbursed to the University of Central Florida Foundation, Inc., if then in existence and qualified under the provisions of Internal Revenue Code ("Code") Section 501(c)(3) or otherwise to one or more organizations which are then qualified under Section 501(c)(3) of the Code or corresponding provisions of any future tax code, for use only by the University of Central Florida College of Medicine. In the event that such organization is not in existence or the University of Central Florida Foundation, Inc. is not exempt under Section 501(c)(3) of the Code, or corresponding provisions of any future tax code, the remaining assets of the corporation shall be distributed, at the discretion of the Board of Directors of the Corporation, for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for educational, scientific or

charitable purposes and which qualify as an exempt organization or organizations under Section 501(c)(3) of the Code or the corresponding section of any future tax code.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation the 31<sup>st</sup> day of May, 2016.

  
\_\_\_\_\_  
W. Scott Cole

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

Pursuant to the provisions of Section 617, Florida Statutes, UCF Academic Health, Inc., 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.

1. The name of the Corporation is UCF Academic Health, Inc.
2. The name and address of the registered agent and office are W. Scott Cole, 4365 Andromeda Loop N., 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 the 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.

  
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W. Scott Cole

Date: 5-31-16