

**ARTICLES OF INCORPORATION  
OF  
UCF CONVOCATION CORPORATION**

The undersigned, acting as incorporator of UCF 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: UCF 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

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TALLAHASSEE, FLORIDA

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 2<sup>nd</sup> day of August, 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.

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OFFICE OF THE CLERK OF THE  
SUPREME COURT OF FLORIDA  
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

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

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

1. The name of the Corporation is UCF 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: August 2, 2005

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**COPY OF LETTER FROM DEPARTMENT OF STATE**



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

August 9, 2005

TIFFANY NGUYEN  
4000 CENTRAL FLORIDA BLVD. ROOM 360  
MILLICAN HALL  
ORLANDO, FL 32816

The Articles of Incorporation for UCF CONVOCATION CORPORATION were filed on August 8, 2005 and assigned document number N05000008129. Please refer to this number whenever corresponding with this office regarding the above corporation. The certification you requested is enclosed.

**PLEASE NOTE:** Compliance with the following procedures is essential to maintaining your corporate status. Failure to do so may result in dissolution of your corporation.

A corporation annual report must be filed with this office between January 1 and May 1 of each year beginning with the calendar year following the year of the filing/effective date noted above and each year thereafter. Failure to file the annual report on time may result in administrative dissolution of your corporation.

A federal employer identification (FEI) number must be shown on the annual report form prior to its filing with this office. Contact the Internal Revenue Service to insure that you receive the FEI number in time to file the annual report. To obtain a FEI number, contact the IRS at 1-800-829-3676 and request form SS-4.

Should your corporate mailing address change, you must notify this office in writing, to insure important mailings such as the annual report notices reach you.

Should you have any questions regarding corporations, please contact this office at the address given below.

Suzanne Hawkes, Document Specialist  
New Filings Section

Letter Number: 605A00051121

## **ELECTION OF OFFICERS**

The chairman then reported that a set of proposed Bylaws had been prepared by the counsel for UCF Convocation Corporation pursuant to the instructions of the directors. All sections of said Bylaws were then read and considered by the directors.

On motion duly made and carried, it was

RESOLVED that said proposed Bylaws be adopted and the secretary be directed to attach said Bylaws in UCF Convocation Corporation's minute book.

The chairman then opened the floor to accept nominations for officers of UCF Convocation Corporation. The following persons were nominated and thereafter unanimously elected for the respective positions:

Chair: Robert J. Holmes, Jr.

President: Maribeth Ehasz

Vice-President: n/a

Secretary: William F. Merck II

Treasurer: William F. Merck II

The Secretary then submitted a proposed form of membership certificate for UCF Convocation Corporation and upon motion duly made, seconded and carried, said form of certificate of membership of UCF Convocation Corporation was accepted for use by UCF Convocation Corporation. The Secretary was directed to spread a form of said membership certificate at length upon these Minutes.



# FORM OF MEMBERSHIP CERTIFICATE

**Certificate**

No 00

*Issued to*

*Name*

*Dated*

*Address*

CERTIFICATE

No 00

INCORPORATED UNDER THE LAWS OF  
THE STATE OF FLORIDA

**Membership Certificate**

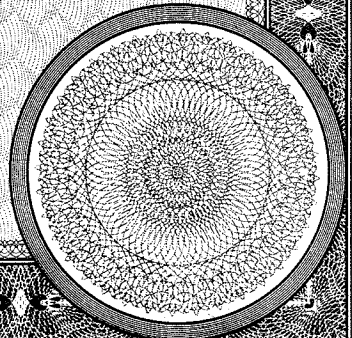
**UCF CONVOCATION CORPORATION**

CORPORATION NOT FOR PROFIT

**This Certifies that**

*is a member of UCF Convocation Corporation and is entitled to the full benefits and privileges of such membership, subject to the duties and obligations, as more fully set forth in the corporation's By Laws, Rules and Regulations.*

*In Witness Whereof, UCF Convocation Corporation has caused this Certificate to be executed by its duly authorized Members this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, and its Corporate Seal to be hereunto affixed.*



**SAMPLE CERTIFICATE**

PRESIDENT

SECRETARY

The Secretary then submitted a proposed form of corporate seal and upon motion, duly made, seconded and carried, the following form was selected as the seal of UCF Convocation Corporation:

(CORPORATE SEAL)

The Chairman then submitted a bill for legal services rendered by counsel and indicated said amount to be due and owing.

On motion duly made, seconded and carried the Treasurer was directed to pay from the corporate funds, the total expenses of organizing UCF Convocation Corporation, approval for payment being given for the statement for professional services rendered by the counsel for UCF Convocation Corporation.

The following resolution was then duly made and carried:

RESOLVED, that the Treasurer is hereby directed to open an account and deposit the funds of UCF Convocation Corporation with the bank designated by the president of UCF Convocation Corporation. All drafts, checks and notes of UCF Convocation Corporation, payable on said account are hereby directed to be made in the name of the above named non-profit corporation, signed by such persons as designated from time to time by the president of the UCF Convocation Corporation.


Furthermore, it is

RESOLVED, that any and all resolutions required by the bank to effect the foregoing arrangement are hereby authorized and adopted as the actions of the board of directors of UCF Convocation Corporation.

There being no further business requiring board action or consideration;

On motion duly made, seconded and carried, the meeting was adjourned.

DATED: September 6, 2005

  
\_\_\_\_\_  
SECRETARY OF THE MEETING