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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED  
ARTICLES OF ORGANIZATION  
OF  
UNIVERSITY OF CENTRAL FLORIDA  
REAL ESTATE FOUNDATION, L.L.C**

The undersigned, pursuant to the provisions of Section 605.0202 of the Florida Revised Limited Liability Company Act, being the sole member of University of Central Florida Real Estate Foundation, L.L.C., a Florida limited liability company (the "Company"), hereby amends and restates the Articles of Organization of the Company filed with the Florida Department of State on January 9, 2001, in their entirety to read as follows:

**ARTICLE I – NAME**

The name of the Company is University of Central Florida Real Estate Foundation, L.L.C.

**ARTICLE II – ADDRESS**

The mailing address and street address of the principal office of the Company is 12424 Research Parkway, Suite 250, Orlando, Florida 32826-3257.

**ARTICLE III – REGISTERED AGENT, REGISTERED OFFICE**

The street address of the registered office of the Company is 12424 Research Parkway, Suite 250, Orlando, Florida 32826-3257, and the name of the registered agent of the Company at that address is Youndy Cook.

**ARTICLE IV – MANAGEMENT**

The Company is to be managed by its sole Member and is, therefore, a member-managed Florida limited liability company.

**ARTICLE V – PURPOSE**

The specific purposes for which the Company is organized are to encourage, solicit, receive and administer gifts, acquisitions, dispositions, and bequests of real property for educational and charitable purposes, all for the advancement of the University of Central Florida and its objectives; and to that end to take and hold, either absolutely or in trust for any of said purposes, property of all kinds and personal property related to such real property, subject only to any limitations or conditions imposed by law or the instruments under which they are received; borrow such sums of money necessary upon approval by the Board of Trustees; to sell, lease, convey and dispose of any such property and invest and reinvest or distribute to its sole Member any proceeds and other funds; and, in general, to do any and all acts and things, and to exercise any and all powers which now or hereafter are lawful for the Company to do or exercise under and pursuant to the laws of the State of Florida for the purpose of accomplishing any of the purposes of the Company.

The general purposes for which this Company is organized shall be limited to those which are strictly charitable. In no event shall this Company engage in any activity which would be contrary to the purposes and activities: (1) permitted to be engaged in by any organization the activities of which are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended; or (2) of an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, and the applicable rules and regulations thereunder.

The Company shall not engage, nor shall any of its funds, property, or income be used, in carrying on propaganda or otherwise attempting to influence legislation, nor shall the Company participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office, nor shall the Company engage in subversive activities. No compensation shall be paid to any officer, director, or trustee of the Company or substantial contributor to it except as a reasonable allowance for services actually rendered to or for the Company.

The Company is organized to serve public interests. Accordingly, it shall not be operated for the benefit of private interests.

#### **ARTICLE VI – POWERS**

The Company shall have all of the powers of a limited liability company as set forth in the Florida Revised Limited Liability Company Act, Chapter 605, Florida Statutes (the "Act"), provided, however, it shall be limited to those which are strictly charitable. In no event shall this Company engage in any activity which would be contrary to the purposes and activities: (1) permitted to be engaged in by any organization the activities of which are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended; or (2) of an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, and the applicable rules and regulations thereunder.

#### **ARTICLE VII – MEMBERSHIP INTERESTS AND ASSETS**

All Members of the Company shall be organizations which are exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or wholly owned or controlled instrumentalities of a State or Political Subdivision ("instrumentality"). No membership interest or asset of the Company may be transferred (directly or indirectly) to an organization or individual other than an organization qualified as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or an Instrumentality, unless such transfer is an exchange for fair market value of the assets or interest being transferred. In the event that the sole Member of the Company shall cease to be qualified as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, then such Member shall arrange to transfer its interest in the Company to another entity qualified as exempt under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, or an Instrumentality, within ninety (90) days of losing its exempt status.

**ARTICLE VIII – LIQUIDATION, DISSOLUTION OR MERGER**

Upon the dissolution or winding up of the Company, its assets remaining after payment, or provision for payment of all debts and liabilities of the Company, will be distributed to its Member or 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 to be used exclusively for the purposes set out herein, it being intended that no distribution or payment will be made which will impair or destroy the tax exempt status (under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended) of the Company or which will result in the denial of tax exempt status to donations, contributions, legacies, bequests, or dues received by the Company, to the extent that such tax exempt status will be allowed under any applicable laws or regulations.

**ARTICLE IX – AMENDMENTS**

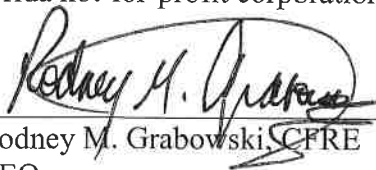
All amendments to these Articles of Organization of the Company shall be made by action of the sole member of the Limited Liability Company and shall be consistent with the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

Dated: October 12, 2022

SOLE MEMBER:

UNIVERSITY OF CENTRAL FLORIDA  
FOUNDATION, INCORPORATED  
A Florida not-for-profit corporation

By:

  
Rodney M. Grabowski, CFRE  
CEO

**ACCEPTANCE OF REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 605, Florida Statutes.

  
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Youndy Cook