December 28, 2004

UNIVERSITY OF FLORIDA FOUNDATION, INC.
ATTN: DONNA K BURCH
2012 WEST UNIVERSITY AVE
GAINESVILLE, FL 32604-2425

Re: Document Number 706676

The Amended and Restated Articles of Incorporation for UNIVERSITY OF FLORIDA FOUNDATION, INC., a Florida corporation, were filed on December 17, 2004.

The certification you requested is enclosed.

Should you have any questions concerning this matter, please telephone (850) 245-6050, the Amendment Filing Section.

Pamela Smith
Document Specialist
Division of Corporations

Letter Number: 904A00071662
I certify the attached is a true and correct copy of the Amended and Restated Articles of Incorporation, filed on December 17, 2004, for UNIVERSITY OF FLORIDA FOUNDATION, INC., a Florida corporation, as shown by the records of this office.

The document number of this corporation is 706676.

Given under my hand and the Great Seal of the State of Florida at Tallahassee, the Capitol, this the Twenty-eighth day of December, 2004

Glenda E. Hood
Secretary of State
THIRD AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

UNIVERSITY OF FLORIDA FOUNDATION, INC.

A FLORIDA NOT FOR PROFIT CORPORATION

The person signing below, acting as the Executive Vice President of the University of Florida Foundation, Inc. (Foundation), a not for profit corporation under the Florida Not for Profit Corporation Act (Act), as provided in Chapter 617 of the Florida Statutes, certifies that:

A. the original name of the Foundation was University of Florida Endowment Corporation, which name was changed to University of Florida Foundation, Incorporated in the Articles of Incorporation filed on January 9, 1964; and was again changed to University of Florida Foundation, Inc., in the Second Amended and Restated Articles of Incorporation filed on October 9, 1997;

B. a series of amendments were made to the Articles of Incorporation of the Foundation from January 9, 1964 through June 4, 1992;

C. the First Amended and Restated Articles of Incorporation were adopted by the Board of Directors (Board) on February 11, 1995;

D. the Second Amended and Restated Articles of Incorporation were adopted by the Board on September 20, 1997;

E. the following Third Amended and Restated Articles of Incorporation were adopted by at least a two-thirds (2/3rds) majority of all votes cast at a meeting of the Foundation’s Board on October 9, 2004; and

F. this number of votes was sufficient for approval and no members were entitled to vote.

The following Third Amended and Restated Articles of Incorporation of the University of Florida Foundation, Inc., will supersede all other articles when approved by the Secretary of State of Florida, in accordance with Chapter 617, Florida Statutes:
ARTICLE 1
NAME OF ASSOCIATION AND PRINCIPAL OFFICE

The name of this corporation is UNIVERSITY OF FLORIDA FOUNDATION, INC. The principal office is 1938 W. University Avenue, Gainesville, Florida 32603.

ARTICLE 2
TERM

The term for which the Foundation will exist will be perpetual.

ARTICLE 3
PURPOSE

The purposes for which this corporation is organized are as follows:

To support and enhance the University of Florida (University) by encouraging alumni and friends to provide private funds and other resources for the University’s benefit, to manage those assets, to provide volunteer leadership in support of the University’s objectives, and to perform all business-related matters to accomplish these purposes.

ARTICLE 4
BOARD OF DIRECTORS

The powers of the Foundation will be exercised, its property controlled, and its affairs governed by the Board. Members of the Board (Directors) will be elected or appointed as provided in the Bylaws.

ARTICLE 5
REGISTERED AGENT

The street address of the registered office of the Foundation is 1938 W. University Avenue, Gainesville, Florida 32603. The name of its registered agent at this address is Leslie D. Bram, Associate Vice President.
ARTICLE 6
OFFICERS

The Board will elect the following officers as set forth in the Bylaws: a Chairman, Vice Chairman, Executive Vice President, Associate Vice President, Secretary, Treasurer, and Assistant Treasurer.

ARTICLE 7
AMENDMENT TO BYLAWS

Subject to the limitations contained in the Bylaws and any limitations provided in the Act concerning corporate action that must be authorized or approved by the members of the Foundation, the Bylaws of the Foundation may be made, altered, rescinded, added to, or new Bylaws may be adopted, either by a resolution of the Board or by following the procedure provided in the Bylaws.

ARTICLE 8
RULES OF THE BOARD OF GOVERNORS

The Articles of Incorporation and Bylaws will be consistent with the applicable rules of the University and the State of Florida Board of Governors, including the right of the President of the University to monitor and control the use of resources of the University, including, without limitation, the name of the University.

ARTICLE 9
PROPERTY HELD FOR CHARITABLE PURPOSES

The property of the Foundation is irrevocably dedicated to charitable purposes and no part of the net income or assets of the Foundation will ever inure to the benefit of any Director, officer, or member of the Foundation, or to the benefit of any private individual.

ARTICLE 10
DISTRIBUTION OF PROPERTY UPON DISSOLUTION

Upon the dissolution or winding up of the Foundation, its assets remaining after payment, or provision for payment of all debts and liabilities of the Foundation, will be distributed to the University of Florida Board of Trustees or other State of Florida entity designated to hold title on behalf of the University of Florida to be used exclusively for the purposes set out here, 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 Foundation or which will result in the denial of tax exempt status to donations, contributions,
legacies, bequests, or dues received by the Foundation, to the extent that such tax exempt status will be allowed under any applicable laws or regulations.

ARTICLE 11
AMENDMENT TO ARTICLES

Amendments to these Third Amended and Restated Articles of Incorporation may be adopted by a vote of at least two-thirds (2/3rds) of the votes duly cast at any duly noticed meeting of the Board.

The undersigned, as Executive Vice President of the Foundation, executed these Third Amended and Restated Articles of Incorporation on December 6, 2004.

UNIVERSITY OF FLORIDA FOUNDATION, INC.

By: [Signature]
Paul A. Robell
As its Executive Vice President

STATE OF FLORIDA
COUNTY OF ALACHUA

The above document was executed, acknowledged and delivered before me on December 6, 2004, by Paul A. Robell, as Executive Vice President of the UNIVERSITY OF FLORIDA FOUNDATION, INC. He is personally known to me.

[Notary Public Stamp]

[Notary Public's Signature]
Notary Public, State and County aforesaid

Approved by the Board of Directors of the University of Florida Foundation, Inc. on October 9, 2004.