



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 14, 1997

SUSAN G. GOFFMAN
UNIVERSITY OF FLORIDA FOUNDATION, INC.
P.O. BOX 14425
GAINESVILLE, FL 32604-2425

Re: Document Number 700658

The Amended and Restated Articles of Incorporation for UNIVERSITY OF FLORIDA NATIONAL ALUMNI ASSOCIATION, INC. which changed its name to UNIVERSITY OF FLORIDA ALUMNI ASSOCIATION, INC., a Florida corporation, were filed on November 13, 1997.

The certification you requested is enclosed.

Should you have any questions concerning this matter, please telephone (850) 487-6050, the Amendment Filing Section.

Teresa Brown
Corporate Specialist
Division of Corporations

Letter Number: 397A00054731

State of Florida



Department of State

I certify the attached is a true and correct copy of the Amended and Restated Articles of Incorporation, filed on November 13, 1997, for UNIVERSITY OF FLORIDA NATIONAL ALUMNI ASSOCIATION, INC. which changed its name to UNIVERSITY OF FLORIDA ALUMNI ASSOCIATION, INC., a Florida corporation, as shown by the records of this office.

The document number of this corporation is 700658.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Fourteenth day of November, 1997



CR2EO22 (2-95)

Sandra B. Northam

Sandra B. Northam
Secretary of State

UNIVERSITY OF FLORIDA ALUMNI ASSOCIATION, INC.

**SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

OF THE

UNIVERSITY OF FLORIDA NATIONAL ALUMNI ASSOCIATION, INC.

A FLORIDA NOT FOR PROFIT CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The person signing below, as the Executive Vice President of the University of Florida Alumni Association, Inc. (Association), formerly the University of Florida National Alumni Association, Inc., 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 Association was the University of Florida Alumni Association, Inc. as provided in the Articles of Incorporation of University of Florida Alumni Association, Inc. filed on March 21, 1960;

B. the Certificate of Amendment to Articles of Incorporation and Bylaws of University of Florida Alumni Association, Inc. filed on February 7, 1979, added the word "National" to the name of the Association;

C. a series of amendments were made to the articles of incorporation of the Association from March 18, 1961 through May 23, 1979;

D. on May 14, 1994, the First Amended and Restated Articles of Incorporation of the Association were adopted by a vote of more than two-thirds (2/3) majority of all votes cast at a meeting of its Board of Directors (Board); and

E. there are no discrepancies between the Association's Articles of Incorporation as previously amended and the provisions of the Second Amended and Restated Articles of Incorporation other than the inclusion of these amendments and the omission of matters of historical interest.

The person signing below, as the Executive Vice President of the Association, certifies that (1) there are no members other than the Board and (2) the following Second Amended and Restated Articles of Incorporation for the Association were adopted by at least a two-thirds (2/3) majority of all votes cast at a meeting of its Board on October 4, 1997:

Article 1

Name of Association and Principal Office

The name of the Association is the University of Florida Alumni Association, Inc. The principal office is 2012 West University Avenue, Gainesville, Florida 32603.

Article 2
Term

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

Article 3
Purpose

The Association is a not for profit corporation. The Association is organized and is to be operated exclusively for educational and charitable purposes. To further these purposes, the Association will (a) promote the general welfare and interests of the University of Florida, (b) foster a spirit of loyalty and fraternity among the graduates, former students and friends of the University of Florida, (c) promote, foster and encourage attendance at the University of Florida and (d) promote, foster and encourage the continued good standing of the University of Florida.

This Association is formed to qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including, for those purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

This Association will not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor will it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

Article 4
Membership

The Association is organized upon a nonstock basis as defined in Section 617.011 of the Act. The Association will have a membership distinct from the board of directors. The authorized number and qualifications of the members of the Association, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability for dues and assessments and the method of collection of dues and assessments, will be as provided in the bylaws.

Article 5
Registered Agent

The street address of the registered office of the Association is 2012 West University Avenue, Gainesville, Florida 32603. The name of its registered agent at this time is Leslie D. Bram, Esq.

Article 6
Board of Directors

The powers of this Association will be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors of the Association will be elected or appointed as provided in the bylaws.

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if a majority of the members of the board individually or collectively consent in writing to any action. Written consent or consents will be filed with the minutes of the proceedings of the board, and any action by written consent will have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action so taken will state that the action was taken by written consent of the board of directors without a meeting and that the articles of incorporation of this Association authorize the directors to so act. This statement will be satisfactory evidence of the authority to so act.

Article 7
Officers

The board of directors will elect the following officers: president, president-elect and treasurer, and any other officers as the bylaws of this Association may authorize the directors to elect from time to time. In addition, the Association will have an (a) Executive Vice President who is the University of Florida Vice President for Development and Alumni Affairs; and (b) secretary who is the University of Florida Assistant Vice President and Executive Director of Alumni Affairs.

Article 8
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 Association, the bylaws of this Association may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedure provided in the bylaws.

Article 9
Rules of the Board of Regents

The articles of incorporation and bylaws will be consistent with the applicable rules of the University of Florida and the Board of Regents of the State University System of Florida,

including, but not limited to, the right of the President of the University of Florida to monitor and control the use of the resources of the University of Florida, including, without limitation, the name of the University of Florida.

Article 10
Property Held for Charitable Purpose

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

Article 11
Distribution of Property upon Dissolution

Upon the dissolution or winding up of this Association, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Association, will be distributed to the University of Florida Foundation, Inc., a Florida not for profit corporation, or its successors, which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws. If the University of Florida Foundation, Inc., or its successors, are no longer in existence the Board of Regents of the State University System of the State of Florida will determine the organization to which the assets of this Association are distributed. It is intended that no distribution or payment will be made which will impair or destroy the tax exempt status of the Association or which will result in the denial of tax exempt status to donations, contributions, legacies, bequests, or dues received by this Association, to the extent that the tax exempt status will be allowed under any applicable laws or regulations.

Article 12
Amendment to Articles

Amendments to these Second Amended and Restated Articles of Incorporation may be adopted by a vote of at least two-thirds of the votes duly cast at any duly noticed meeting of the board of directors and presented to a quorum of members for their vote. A quorum will be as defined in the bylaws.

The undersigned, as the Executive Vice President of the Association, executed these Second Amended and Restated Articles of Incorporation on October 7, 1997.

UNIVERSITY OF FLORIDA ALUMNI ASSOCIATION, INC.

By: Paul A. Robell
Name: Paul A. Robell
Title: Executive Vice President

STATE OF FLORIDA

COUNTY OF ALACHUA

The above document was executed, acknowledged and delivered before me this 7th day of October, 1997, by Paul A. Robell, as the Executive Vice President of the UNIVERSITY OF FLORIDA ALUMNI ASSOCIATION, INC. He is personally known to me.



PATRICIA A. LUCAS
MY COMMISSION # CC 477705
EXPIRES Jul. 4, 1999

Patricia A. Lucas
Notary Public, State and County aforesaid
Print Name: Patricia A. Lucas
Commission No: CC 477705
My commission expires: July 4, 1999

(NOTARIAL SEAL)

First Amended and Restated Articles of Incorporation approved by the Board of Directors of the University of Florida National Alumni Association, Inc. on October 15, and approved by the Board of Regents of the State University System on July 15, 1994.

Second Amended and Restated Articles of Incorporation approved by the Board of Directors of the University of Florida Alumni Association, Inc. on October 4, 1997.

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