

**AMENDED & RESTATED BYLAWS OF THE  
UNIVERSITY OF CENTRAL FLORIDA FOUNDATION, INCORPORATED**

**ARTICLE I.  
PURPOSE, MISSION, AND OFFICE**

**Section 1. Purpose and Mission.** The purpose and mission for which the University of Central Foundation, Incorporated (Foundation) is organized is as follows:

- A. To encourage, support, and enhance the University of Central Florida (University), a comprehensive learning institution in higher education, in its mission as determined by the University of Central Florida Board of Trustees (BOT);
- B. To solicit, receive, and administer private support for the benefit of the University and its related entities create awareness of the University and its mission;
- C. To build relationships, recognize support, own property, borrow such sums of money necessary upon approval by the BOT;
- D. To perform all business related matters necessary to accomplish this purpose which a corporation not for profit organized under the laws of Florida for the foregoing purposes can be authorized to exercise or as may be further delegated by the Bylaws;
- E. All of the assets and income of the Foundation shall be used only for the purposes here in above set out, including the payment of expenses incidental thereto; and
- F. No part of its assets or income shall be distributable to its members, trustees, or officers, and no substantial part of its activities shall be for the carrying on of propaganda or otherwise attempting to influence legislation, and the Foundation shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

**Section 2. Office.** The Foundation's principal office will be in Orange County, Florida, and the Foundation will ensure that the physical address is current with the Florida Secretary of State. The location of the principal office will be determined by the Chief Executive Officer ("CEO" as defined below) of the Foundation in consultation with the University.

**ARTICLE II.  
BOARD OF DIRECTORS**

**Section 1. Composition.** The Foundation Board of Directors (Board of Directors) will consist of:

- A. Elected Directors.
  1. Elected Directors will hold full voting privileges.
  2. The Governance Committee (defined below) will recommend a slate of Elected Director appointments for review and approval by vote by the Board of Directors.
  3. If the Board of Directors approves the appointment of an Elected Director, such appointment will not be final until it is reviewed and approved first by the President of the University ("University President") and then by the BOT.
  4. There will be no more than thirty-eight (38) Elected Directors.
  5. The BOT will approve all Elected Director appointments to the Board of Directors.
- B. Designated Directors.
  1. Designated Directors will hold full voting privileges.
  2. Designated Directors will consist of:
    - The UCF Alumni Board Chair, or a designee from within Alumni Board membership;
    - The University President, or a designee;

- A representative appointed by the University President; and
- A BOT representative approved by the BOT Chair.

C. Emeritus Directors.

1. Emeritus Directors will be non-voting members.
2. Any Elected Director who has served two full terms may be nominated and appointed as an Emeritus Director following a six-month period beginning at the conclusion of the second term.
3. The Governance Committee will nominate Elected Directors who have served the University and Foundation with distinguished service.
4. The Board of Directors will serve as the final body to approve the nomination(s).

**Section 2. Term of Office.**

- A. Elected Directors will serve a term of four years (or until the end of the respective term of their predecessor if elected to succeed a person who has not completed a four-year term). Terms will begin on the date of appointment and end June 30 (or July 1 through June 30, whichever applies). No Elected Director is eligible to serve more than two consecutive terms unless the Director has been elected to serve as a Board Officer, in which case the term may be extended by the Board to accommodate the time required for fulfillment of the term of the office. An Elected Director who has served two terms consecutively may be re-elected to the Board of Directors after the expiration of one year following the end of their last term and will have the status of a newly Elected Director.
- B. Designated Directors will serve so long as they (or the individual who designated them) hold the office or the position that resulted in such placement on the Board of Directors.
- C. Emeritus Directors serve for life, subject to removal as outlined in Section 4 of this Article II.

**Section 3. Vacancies.** Whenever any vacancy occurs in the Board of Directors by death, resignation, or otherwise, it will be filled without undue delay. Any person elected or designated to fill a vacancy in the Board of Directors will hold office for the unexpired term of his or her predecessor in office. Three years of a term will constitute a full term of service.

**Section 4. Removal.** An Elected Director or Emeritus Director may be removed by a two-thirds vote of the Directors present and voting, whenever the interests of the Foundation would be best served. The University President may remove any Elected Director, Designated, or Emeritus Director at their sole discretion.

**Section 5. Resignation.** A Director may resign at any time by submitting a written resignation to the Chair. If the Chair is resigning, they will submit their resignation to the CEO and University President.

**Section 6. Powers and Duties.** So long as certified by the Board of Trustees, the property, affairs, activities, and concerns of the Foundation are vested in the Board of Directors subject to the Articles of Incorporation, Bylaws, applicable laws, guidelines, policies, and regulations. All management functions will be exercised by the Board of Directors subject to its delegation. The powers and duties of the Board of Directors are as follows:

- A. To discharge faithfully all the duties imposed upon it by the Articles of Incorporation and by law.
- B. To meet upon the call of the Chair, Vice Chair, the CEO, or by one-fourth of the Directors entitled to vote, in writing, with due written notice of the time, place and subject matter given to each Director and consistent with the requirements of these Bylaws.
- C. Upon the recommendation of the Finance and Facilities Committee, select a bank or banks or other depositories for the deposit of the funds and securities of the Foundation, and to cause the Foundation to

conduct its financial affairs in conformity with the policies and procedures adopted by the Board of Directors.

- D. Upon the recommendation of the Audit Committee, to cause an audit of books and records of this Foundation to be made at least once each fiscal year together with a management letter, including the response from management, conducted by a firm of independent Certified Public Accountants selected in accordance with applicable University policy, whose engagement letter will provide that it render an opinion on the financial statements in accordance with generally accepted accounting principles and to have the results of the audit reported to and accepted by the Board of Directors.
- E. Upon the recommendation of the Investment Committee, to hold and to invest and reinvest any monies it receives and to hold any property, to sell or exchange the same, and to invest and reinvest the proceeds of any sale or other conversion of any such property, for the purpose of earning income, which income, less operating expenses of the Foundation, will be used to further the specific purposes of the Foundation.
- F. To authorize the CEO, other Corporate Officers, and the Foundation's senior management to take action(s) as directed by the Board of Directors.
- G. To borrow money by issuing long or short-term notes, bonds, or debentures and to pledge, mortgage, or otherwise encumber its assets within the discretion of the Board of Directors, subject to the policies of the University, BOT, and the Florida Board of Governors.
- H. To annually approve the Foundation's operating and real estate budgets as well as any material changes to the budget, and then submit the budget to the BOT for approval. Any changes to the Foundation operating budget recommended by the BOT will be presented to the Board of Directors before final approval by the BOT.
- I. To annually submit to the University of Central Florida Board of Trustees and the Board of Governors its federal Internal Revenue Service Return of Organization Exempt from Income Tax filing (Form 990).
- J. To participate in Board meetings and serve on at least one Committee as approved by the Chair.
- K. To acquire and maintain a broad awareness and knowledge of the University including its programs, strengths, needs, resources, and mission.
- L. To provide advice and counsel to the University President and the CEO as requested on matters involving the University family and the community.
- M. To support the philanthropic aims of the Foundation with a minimum annual gift in an amount set by the Board of Directors. The annual gift should only mark the beginning of the Directors' support, and they are encouraged, as appropriate, to support other funds supplemental to the University, to make leadership gifts to special projects, and to make provisions for planned giving and support the University through their foundations and Foundations.
- N. To serve as an effective University ambassador in the community.

**Section 7. Meetings of the Board.** The Chair will preside at meetings of the Board of Directors. In the absence of the Board Chair, a Vice Chair will preside.

- A. Regular meetings of the Board of Directors will be held as determined by the Board of Directors. Written notice of the time and place of the annual meeting and regular meetings will be provided to each Elected and Designated Director, by personal delivery, first class mail, electronic mail, or board portal notice, at least

three (3) business days before the meeting. Emeritus Directors may be notified of annual board meetings.

- B. Special meetings of the Board of Directors may be called by the Chair, Vice Chair, CEO, or upon the written request of two (2) members of the Board of Directors. At least three (3) business days prior written notice of any special meeting will be provided to all members of the Board of Directors by personal delivery, first class mail, electronic mail, or board portal notice.
- C. Proxies, general or special, will not be accepted for any purpose in the meetings of the Board of Directors.
- D. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

**Section 8. Public Notice.** Public notice of any meeting of the Board of Directors or any Committee will be made as required by Florida law.

**Section 9. Public Comment.** To the extent required by law or permitted by the Chair, individuals who desire to appear before the Board of Directors regarding an item being considered must submit their requests in writing to the address or email address noted in the posted notice for the meeting a minimum of 24-hours in advance, specifying the agenda item about which they wish to speak. Public comment will be limited to three (3) minutes per person.

**Section 10. Quorum and Voting.** A majority of the Board of Directors will constitute a quorum for the transaction of business. The act of a majority of the directors present at a meeting at which a quorum is present will be the act of the Board of Directors unless a greater number is required by these bylaws or by law.

**Section 11. Participation by Electronic Means.** Members of the Board of Directors may participate in a meeting by conference, video conference, telephone, or similar communications means provided all persons participating in the meeting are able to communicate with each other.

**Section 12. Officers of the Board.** The Board of Directors shall have the following officers: Chair, (2) Vice Chairs, Treasurer, and a Secretary (“Board Officers”).

- A. Chair of the Board. The Chair will be elected by the Board of Directors and must be an Elected Director of the Board of Directors. The Chair will:
  - 1. Preside at the meetings of the Board of Directors. The Chair or designee will prepare the agenda for all meetings of the Board of Directors.
  - 2. Sign all certificates, bonds, deeds, mortgages, leases, and contracts of the Foundation except as otherwise approved by the Board of Directors.
  - 3. Perform all duties as the Board of Directors will designate and may delegate certain duties with the Board of Directors’ approval.
  - 4. Perform other duties as are necessarily incident to the office of the Chair.
- B. Vice Chairs. The Vice Chairs will be elected by the Board of Directors to serve as its Vice Chairs and must be an Elected Director. In the Chair’s absence or incapacity, one of the Vice Chairs will assume the Chair’s duties.
- C. Secretary. The Secretary of the Board will be elected by the Board of Directors and must be an Elected Director. The Secretary of the Board is responsible for the minutes of the Board and Executive Committee meetings. The Chair of each Committee is responsible for the minutes of each of their respective committee meetings. The duties of the Secretary will be as follows:
  - 1. To keep accurate minutes of the proceedings of the annual meeting of the Foundation and all

meetings of the Board of Directors and preserve these records as a permanent record.

2. To keep on record a copy of the Articles of Incorporation and Bylaws of the Foundation and all amendments thereto.
3. To address the requests for any seal of the Foundation for official documents, records and papers as may be requested. A seal is not required.
4. To keep an accurate list of all members of this Foundation Board of Directors.

D. Treasurer. The Treasurer will be elected by the Board of Directors and must be an Elected Director. The Treasurer will supervise the fiscal affairs of the Foundation and serve as Chair of the Finance Committee. The duties of the Treasurer will be as follows:

1. To assure that adequate provision is made for the care and custody of all the assets of this Foundation with guidance from the CFO.
2. To assure that adequate provision is made to keep in force a blanket surety bond to assure that each Officer and employee who is authorized to collect, hold, or disburse funds of the Foundation will faithfully discharge their duties, the adequacy of which will be determined by the Executive Committee.
3. To present a written report of the financial activities of their office at the next annual meeting following their appointment to office.

E. Term of Board Officers. Board Officers will serve for two (2) years or until their successor is duly elected. Any such selected or elected Board officer may serve successive terms.

F. Removal. The Board of Directors may remove any Board Officer at any time upon a two-thirds (2/3) vote of the directors, whenever the best interests of the Foundation would be served.

G. Vacancies. In the event of absence, inability or refusal to act of the Chair the Board of Directors will elect a new Chair no later than its next regular meeting. In the event of absence, inability or refusal to act of a Vice Chair the Board of Directors will elect a new Vice Chair no later than its next regular meeting.

### **ARTICLE III. OFFICERS OF THE CORPORATION**

**Section 1. Corporate Officers**. Individuals holding the following positions at the Foundation will serve as Corporate Officers but will not be members of the Board of Directors and will have no voting rights.

- A. The University President will appoint the CEO who shall serve as a Corporate Officer;
- B. The CEO will appoint such other Corporate Officers from the Foundation senior management;

**Section 2. Additional Corporate Officers**. University President may appoint any members of the administration, faculty, or student body of the University for any term(s) designated by the President, but any such appointee will not be a member of the Board of Directors.

**Section 3. Term of Corporate Officers**. Corporate Officers will serve so long as they hold the identified office or the position to which they were appointed by the CEO. The term of office for Additional Corporate Officers will commence when designated or appointed and continue for three (3) years or until their successor is duly designated or appointed. Any such designated or appointed officer may serve successive terms.

**Section 4. Duties of Corporate Officers**. The duties and powers of the officers of the corporation will be as follows:

- A. CEO. The CEO, or designee, will attend all meetings of the Board of Directors and present a written report of the activities of their office at each meeting, including the next annual meeting following their appointment to office. The CEO shall report to the University President or their designee.
- B. Other Corporate Officers. The CEO will develop and designate the duties and responsibilities of all other Corporate Officers who shall report to the CEO.

**Section 5. Removal.** The University President and CEO may remove any Corporate Officer at their sole discretion.

**Section 6. Vacancies.** In the event of absence, inability, or refusal to act of any of the Corporate Officers, the CEO, except as otherwise provided for in these Bylaws and subject to University Regulation 4.034 or its equivalent, will appoint a successor or successors to perform the duties of their respective offices.

## **ARTICLE IV. COMMITTEES**

**Section 1. Standing Committees.** The Chair of the Board of Directors may, at any time, appoint and charge the committees necessary and advisable to assist in the conduct of the Foundation's affairs. The Board Chair will appoint the Chair and the members of each committee, except for those committees whose Chair is specifically appointed in the bylaws. All committees will have a minimum of three (3) Elected Directors.

A. Executive Committee.

1. The Executive Committee consists of the following: the Chair, Vice Chairs, Secretary, Treasurer, immediate past Chair, University President or designee, Chair of the Board of Trustees or designee, Chair of the UCF Alumni Board of Directors or designee, and Chair of all other committees described in these Bylaws.
2. The Chair, or in their absence one of the Vice Chairs, will preside at meetings of the Executive Committee.
3. The Executive Committee is authorized and empowered to act for, in the name of and on behalf of the Board of Directors at all times when the Board of Directors is not meeting. No action of any standing committee will be binding upon the Foundation unless such action is approved by the Executive Committee or Board of Directors.
4. The Executive Committee will meet at the call of the Chair.

B. Audit Committee.

1. The Audit Committee is charged with hiring the auditors and reviewing the results of the audit. The committee evaluates other accounting related policies and controls.

C. Finance and Facilities Committee.

1. The Chair of the Finance and Facilities Committee will be the Treasurer.
2. The Finance and Facilities Committee will establish and be responsible for the fiscal policy of the Foundation, including budgets and fees. The Finance and Facilities Committee will recommend the budget for the next fiscal year to the Board of Directors at its annual meeting held prior to the end of the current fiscal year.
3. The Finance and Facilities Committee advises the Board of Directors and all subsidiary organizations or entities in regard to real estate policies, procedures, potential transactions and other real estate issues affecting the Foundation.

D. Governance Committee.

1. The Governance Committee will include the immediate past Chair, Chair, Vice Chair(s) and a minimum of one (1) appointed Elected Director.
2. The CEO will also participate as a non-voting member of the Governance Committee.

3. The immediate past Chair of the Board of Directors will serve as the Chair of the Governance Committee. If the past Chair is unable to serve, the current Chair of the Board of Directors will appoint the Chair of the Committee.
4. The Governance Committee is charged with the responsibility of annually receiving and placing in nomination the names of individuals to be considered for membership to the Board, preparing a slate of Board Officers every two years or upon the vacancy of a Board Officer, and succession planning. The committee is also charged with annually reviewing the Foundation's bylaws, memberships, committee assignments, and leading a board self-assessment process. The Governance Committee is also responsible for receiving disclosures of proposed transactions with Directors, including potential excess benefit transactions, and reviewing such transactions.

E. Investment Committee.

1. The Investment Committee will advise the Board of Directors in regard to the general investment policy and investment management of the Foundation.

F. Philanthropy Committee.

1. The Philanthropy Committee will advise the Board of Directors in matters dealing with fostering a culture of philanthropy within the Board and more broadly across the university, supporting the sustainable growth and success of philanthropic investment by promoting meaningful relationships and impact-focused connection with constituents, and reviewing policies and internal procedures related to the solicitation, acceptance, administration, and stewardship of gifts to the Foundation.
2. The Philanthropy Chair of the UCF Alumni Board will serve as an ex-officio voting member.
3. This committee may be known by any other name as recommended by the Committee Chair and approved by the Board of Directors.

G. Other Committees.

1. The Chair of the Board of Directors will have the authority to establish an unlimited number of temporary Other Committees or task forces to accomplish any objectives affecting various interests and the welfare of the Foundation and the University as they deem necessary or desirable. Other Committees will be governed by a charter approved by the applicable Other Committees.

**Section 2. Committee Membership, Terms, and Quorum; Committee Advisors.**

A. Committee Membership; Terms; Quorum.

1. Although committees may include individuals who are not Elected Directors (Advisors), committees will include a majority of Elected Directors and will be chaired by an Elected Director appointed by the Chair of the Board of Directors or specified by these bylaws.
2. Committee member appointments will be for defined terms, and committee members may be removed at any time, with or without cause, by the Chair of the Board of Directors.
3. A majority of any committee of the Board of Directors will constitute a quorum for the transaction of business.

B. Committee Advisors: Appointment; Voting; Term.

1. With the exception of the Executive Committee, individuals who are not Elected or Designated Directors but have expertise in given areas may serve as Advisors and vote on committees of the Board.
2. The CEO and the relevant committee Chair will review all proposed appointments of Advisors and will submit a recommendation to the Board Chair who will have final approval on the appointment.
3. Advisors may vote on the committee's recommendations to the Executive Committee or

Board.

4. Advisors will serve a committee term of two (2) years, renewable for an additional two (2) terms for a total of six (6) years. Term renewals are subject to approval by the Board of Directors.
5. Committee terms will commence on the date of the approval by the Board Chair and on the date of renewal approval by the Board of Directors.
6. Committee Advisors are expected to support the philanthropic aims of the Foundation.

C. Ex-Officio Committee Members. Ex-Officio Committee Members may be appointed and serve as voting members of the Audit, Finance and Facilities, and Investment Committees. Ex-Officio Committee Members will be University faculty with subject matter expertise in the work of the Committee. No more than (1) Ex-Officio Committee Member may serve on a Committee at any time. Appointments of Ex-Officio Committee Members will be reviewed by the CEO and Committee Chair, with final approval by the Board Chair. Ex-Officio Committee Members will serve the same term as Committee Advisors.

**Section 3. Powers and Duties.** Standing Committees will be governed by a charter that is approved by the Board of Directors. The Board of Directors must approve any revocations or amendments to the committee charter(s). With the exception of the Executive Committee, no action of any standing committee shall be binding upon the Foundation unless such action is approved by the Executive Committee or Board of Directors.

## **ARTICLE V. DIRECT SUPPORT ORGANIZATIONS**

**Section 1. Governing Authority.** The Foundation operates as a Direct Support Organization (DSO) for the University of Central Florida as defined by Florida statute. DSOs are certified by the University of Central Florida Board of Trustees and follow Florida law, the policies and procedures established by the State University System of Florida, the University of Central Florida and the Board of Trustees.

**Section 2. Fiscal Year.** The fiscal year of the Foundation will begin on July 1 and end on June 30 of the following year.

## **ARTICLE VI. NONDISCRIMINATION**

The Foundation is committed to non-discrimination with respect to race, color, religion, age, disability, sex, marital status, national origin, veteran status or any other basis protected by law.

## **ARTICLE VII. AMENDMENTS**

These Bylaws may be made, altered, or rescinded by a two-thirds (2/3) vote of members of the Board of Directors present at any regular or special meeting at which a quorum is present. All amendments must be submitted to the University of Central Florida Board of Trustees in accordance with University Regulation prior to becoming effective.

## **ARTICLE VIII. OPERATIONAL PROVISIONS**

**Section 1. Contracts.** Contracts for the activities of this Foundation will be signed in the name of the Foundation by the Chair of the Board of Directors except as otherwise delegated.

**Section 2. Financial Audits and Reports.** The Foundation will annually have a financial audit of its accounts and records conducted by an independent certified public accountant selected in accordance with applicable University policy. The audit will be performed in accordance with the applicable rules adopted by the Auditor General and by the BOT, which will be forwarded to the BOT for review and to the Board of Governors and Auditor General.

**Section 3. Compensation and Employment.** The directors and officers of this Foundation, except those otherwise employed by the Foundation or UCF, will not receive any compensation from this Foundation for their services as director or officer.

- A. Directors, officers, and employees of this Foundation may be reimbursed from funds of the Foundation for any travel expenses or other expenditures incurred by them in the proper performance of their duties, provided the reimbursements or expenditures comply with Florida Statutes Sections 1004.28 and 1012.976.
- B. Personnel employed by this Foundation will not be considered employees of the State of Florida by virtue of employment by this Foundation.
- C. The Foundation will provide equal employment opportunities for all persons regardless of race, color, religion, sex, age, or national origin. Personal services provided to the organization must comply with Section 1012.976, Florida Statutes.

**Section 4. Travel Expenses.** The Foundation will not use state funds for travel expenses.

**Section 5. Indemnification.** Pursuant to Sections 607.0850 and 617.0831, Florida Statutes, any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding whether civil, criminal, administrative, or investigative (other than an action by, or in the right of, the Foundation, by reason of the fact that he or she is or was a Director or Officer of the corporation) shall be indemnified against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, including any appeal thereof, but only if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interest of the Foundation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The Foundation shall have the authority to purchase insurance for this purpose.

**Section 6. Authorization of Indemnification.** Any indemnification hereunder shall be made by the Foundation only upon a determination that indemnification of the Director or Officer is proper in a specific case because he or she has met the standard of conduct set forth in Section 5. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding or, if such quorum is not obtainable, by a majority vote of a committee duly designated by the Board of Directors (in which Directors who are parties may participate) consisting solely of two (2) or more Directors not at the time parties to the action, suit or proceeding or by a committee comprised of individuals who were not parties to such action, suit or proceeding where such committee is selected by a majority vote of the full Board of Directors (in which Directors who are parties may participate).

**Section 7. Ethics and Financial Disclosure.** It is the duty of each Director and Officer to fully comply with the Government-in-the-Sunshine Law set forth in Section 286, et seq., Florida Statutes, the Public Records Law set forth in Section 119, et seq., Florida Statutes, and to the extent it applies, the Code of Ethics for Public Officers and Employees set forth in Chapter 112, Part III, Florida Statutes.

**Section 8. Insurance.** The Board of Directors will keep in force a blanket surety bond, or directors and officers liability insurance, or other general liability insurance, the adequacy of which will be determined by the Board

of Directors, or a Committee designated by the Board of Directors, to assure that each Officer and employee who is authorized to collect, hold, or disburse funds of the Board of Directors will faithfully discharge their duties.

**Section 9. Seal.** The seal of this corporation will be in the form of a circle and will bear, among other things, the name of the corporation and the date of its incorporation.

**Section 10. Rules.** These Bylaws govern the transaction of business for this Board of Directors. To the extent that the Bylaws do not cover specific procedures, the most recent version of *Robert's Rules of Order* will be applied.

**Section 11. Confidential and Exempt Public Records.** Under Florida Statutes 1004.28(5)(b), other than the auditor's report, management letter, any records related to the expenditure of state funds, and any financial records related to the expenditure of private funds for travel, all records of the Foundation and any supplemental data requested by the Board of Governors, the Board of Trustees, the Auditor General, and the Office of Program Policy Analysis and Government Accountability shall be confidential and exempt from s. 119.07(1).

#### **ARTICLE IX. CONFLICT OF INTEREST**

All actual or potential conflicts of interest involving directors and officers of the Foundation will be disclosed and addressed in accordance with the Foundation's Conflict of Interest Policy.

I CERTIFY these Amended and Restated Bylaws were approved by the Board of Directors on May 31, 2024, and by the University of Central Florida Board of Trustees on June 25, 2024.

Dana Patton  
2024-07-09 23:04 UTC  
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Dana Patton, Secretary  
University of Central Florida Foundation,  
Incorporated Board of Directors

#### Amendment History

Original: October 13, 2001

Amended and Restated: May 31, 2024, Approved by Board of Directors

June 25, 2024, Approved by UCF Board of Trustees