



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 19, 2011

MATTHEW ALTIER, UNIVERSITY OF WEST FLORIDA
11000 UNIVERSITY PARKWAY, BLDG 10, RM 123
PENSACOLA, FL 32514

The Articles of Incorporation for UWF BUSINESS ENTERPRISES, INC. were filed on October 18, 2011 and assigned document number N11000009841. 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.

To maintain "active" status with the Division of Corporations, an annual report must be filed yearly between January 1st and May 1st beginning in the year following the file date or effective date indicated above. **It is your responsibility to remember to file your annual report in a timely manner.** A Federal Employer Identification Number (FEI/EIN) will be required when this report is filed. Contact the IRS at 1-800-829-4933 for an SS-4 form or go to www.irs.gov.

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 (850) 245-6901.

Pamela Smith, Regulatory Specialist II
New Filing Section

Letter Number: 011A00023922

ARTICLES OF INCORPORATION

11 OCT 18 AM 10:05

OF

UWF BUSINESS ENTERPRISES, INC.

We, the undersigned, with other persons being desirous of forming a nonprofit corporation, under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

ARTICLE I

Corporate Name and Address of Principal Office

The name of the Corporation shall be: UWF BUSINESS ENTERPRISES, INC. The address of the initial principal office of the Corporation is University of West Florida, Division of Administrative Services, Building 10, Room 118, Pensacola, Florida 32514, and the mailing address of the Corporation shall be the same. The name of its initial registered agent at the office is Matthew Altier, Vice President for Administrative Services.

ARTICLE II

Corporate Purpose

The specific purposes for which this Corporation is organized are:

- (a) To exist and operate solely for scientific, educational, religious and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") or the corresponding provisions of any future United States Internal Revenue Law, and no part of the income or assets of this Corporation shall be distributed to, or inure to the benefit of, any individual;
- (b) To operate without regard to race, age, religion, sex, gender, age or national origin;
- (c) To be organized and operated as a university direct support organization, as defined in Section 1004.28, Florida Statutes, or the corresponding provisions of any future Florida State Law;
- (d) To receive, hold, invest, develop, provide, maintain and administer property

and to make expenditures to or for the exclusive benefit of (i) the University of West Florida (the "University"), a member of the state university system of the State of Florida, specifically including but not limited to (A) the development of property and facilities, including the erection or maintenance of public buildings, and other facilities used or useful in the University's educational endeavors; (B) the lessening of the burdens of government (including the state university system of Florida), including the development, management and operation of auxiliary operations and services, including recreational facilities and facilities serving the aged, ill, or infirm; and (C) the provision of assistance to faculty, staff and students of the University, including the provision of affordable housing and other related facilities and activities for the use and convenience of faculty, staff and students of the University, in order to foster an academic community and environment near the campus of the University of West Florida, and to attract and retain the highest quality faculty, staff and students at the University or (ii) a research and development park or research and development authority of or affiliated with the University;

- (e) To promote, encourage, and provide assistance to the research activities of faculty, staff and students of the University of West Florida, including the development and administration of research grants and contracts and buildings for such research activities and related or complementary uses; The Corporation may provide means by which discoveries and work products may be patented, developed, applied and utilized, and is authorized to receive funds made available in connection with the development and commercialization of University work products and expend such income for the advancement of the University's research work and for other legally authorized purposes of the University;
- (f) To exercise all the powers enumerated in Section 617, Florida Statutes, as it now exists or is subsequently amended or superseded, and to do and perform such acts and to have such powers as shall be desirable and necessary in furtherance of any of the powers herein above enumerated which are not in derogation of the laws of the State of Florida;
- (g) To carry out its functions such that no substantial part of the Corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office;

and

- (h) To operate, participate in or manage any other programs or activities that are not prohibited by law and that do not conflict with the provisions of Section 501(c)(3) of the Code.

ARTICLE III
Election of Directors

The Corporation shall be managed by or under the direction of a Board of Directors. The number of Directors, their qualifications, powers, duties, terms of office, manner of removal and filling vacancies on the Board, and the manner of calling and holding meetings of the Directors, shall be as stated in the Bylaws.

ARTICLE IV
Powers

The Corporation shall have and exercise all powers of a corporation not for profit as the same now exist or may hereinafter exist under the laws of the State of Florida. No part of the assets, income or profits of the Corporation shall be distributable to, or inure to the benefit of, its members, directors or officers or any private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation to its employees for services rendered and to make payments and distributions in the furtherance of the purposes set forth herein. Notwithstanding any other provision hereof, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income taxation under Section 501(c)(3) of the Code, or by an organization contributions to which are deductible under Section 170(c)(2) of the Code.

Upon certification as a direct support organization by The University of West Florida Board of Trustees (the "Board of Trustees"), the Corporation shall be authorized to use the property, facilities and personal services of the University, to receive, hold, invest or administer assets, contracts, or property and to make expenditures for the benefit of the University. The Corporation further shall be authorized to issue revenue bonds, certificates of participation or other forms of indebtedness upon approval of the Board of Trustees and in accordance with the applicable laws of the State of Florida, and to enter into agreements to finance, design and construct, lease, lease-purchase, purchase, maintain, administer or operate facilities necessary and desirable to serve the needs and purposes of the University.

ARTICLE V
Existence

This Corporation is to exist perpetually.

ARTICLE VI
Incorporator

The name and address of the incorporator of these Articles are:

Matthew Altier, Vice President for Administrative Services
University of West Florida
11000 University Parkway
Building 10, Room 118
Pensacola, Florida 32514

ARTICLE VII
Dissolution

In the event of dissolution of the Corporation, the winding up of its affairs, the de-certification of the Corporation as a direct support organization by the Board of Trustees of the University, or other liquidation of its assets, the Corporation's property shall not be conveyed to any organization created or operated for profit or to any individual, and all assets remaining after the payment of the Corporation's debts shall be conveyed or distributed at the direction of the then Directors of the Corporation to The University of West Florida Board of Trustees, or if such organization has ceased to exist, to the University of West Florida or if such organization has ceased to exist, to such other organization or organizations that are exempt from federal income tax under Section 501(c)(3) of the Code as directed by the Board of Governors of the State of Florida.

ARTICLE VIII
AMENDMENT

The Board of Directors of the Corporation may amend, alter or repeal any provision of these Articles of Incorporation in the manner now or hereinafter provided by Florida law; provided, however, that amendments shall not become effective until approved by the Board of Trustees after submission to them by the President of the University.

11 OCT 18 AM 10:05

ARTICLE IX
INDEMNIFICATION

Directors, officers, employees and agents of the Corporation shall be indemnified to the full extent permitted by Florida law.

ARTICLE X
REGISTERED AGENT

The name and address of the Initial Registered Agent of this Corporation is:

Matthew Altier, Vice President for Administrative Services
University of West Florida
11000 University Parkway
Building 10, Room 118
Pensacola, Florida 32514

IN WITNESS WHEREOF, the undersigned incorporator has set his hand this 6
day of October, 2011.

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in Section 817, Florida Statutes.



Matthew Altier
Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED 11 OCT 18 AM 10:05
IN ARTICLES OF INCORPORATION

Pursuant to the provisions of Section 617.0501, Florida Statutes, UWF Business Enterprises, Inc. 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 UWF Business Enterprises, Inc.
2. The name and address of the registered agent and office are Matthew Altier, 11000 University Parkway, Building 10 Room 118, Pensacola, Florida 32514-5750.

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT. I FURTHER STATE THAT I AM FAMILIAR WITH AND 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.

By: 
Matthew Altier

Date: Oct., 6, 2011

State of Florida



Department of State

I certify from the records of this office that UWF BUSINESS ENTERPRISES, INC. is a corporation organized under the laws of the State of Florida, filed on October 18, 2011.

The document number of this corporation is N11000009841.

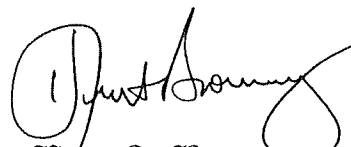
I further certify that said corporation has paid all fees due this office through December 31, 2011, and its status is active.

I further certify that said corporation has not filed Articles of Dissolution.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capital, this the
Nineteenth day of October, 2011



CR2EO22 (1-11)


Kurt S. Browning
Secretary of State

State of Florida



Department of State

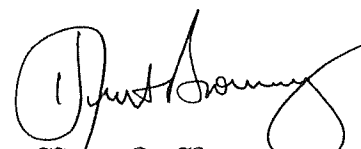
I certify the attached is a true and correct copy of the Articles of Incorporation of UWF BUSINESS ENTERPRISES, INC., a Florida corporation, filed on October 18, 2011, as shown by the records of this office.

The document number of this corporation is N11000009841.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capital, this the
Nineteenth day of October, 2011



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Kurt S. Browning
Secretary of State

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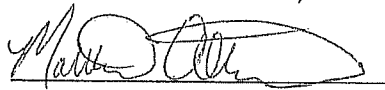
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By: 
Matthew Altier

Date: Oct., 6, 2011