

**CERTIFICATE OF ORGANIZATIONAL DOCUMENTS,
RESOLUTIONS AND INCUMBENCY**

As of July 17, 2022

This Certificate is delivered in connection with the renewal, extension and modification of certain existing extensions of credit by **FIFTH THIRD BANK, NATIONAL ASSOCIATION** (the "Bank") to **UCF ATHLETICS ASSOCIATION, INC.**, a Florida not-for-profit corporation (the "Association") pursuant to that certain Amended and Restated Loan Agreement dated as of December 31, 2013 (as further amended, supplemented or otherwise modified at any time or from time to time, the "Reducing Revolving Loan Agreement") and the loans thereunder with a current outstanding principal amount of \$4,775,000.00 (the "Reducing Revolving Loan") evidenced by that certain Renewal Reducing Revolving Line of Credit Promissory Note dated December 31, 2013 in the original principal amount of \$6,774,999.53 made by the Association payable to the Bank (as further amended, supplemented, renewed or otherwise modified at any time or from time to time, the "Reducing Revolving Loan Note"), each are modified by that certain First Modification and Renewal of Renewal Reducing Revolving Line of Credit Promissory Note and Other Loan Documents dated as of July 3, 2014, that certain Second Modification of Renewal Reducing Revolving Line of Credit Promissory Note and Other Loan Documents dated as of July 5, 2015, that certain Third Modification of Renewal Reducing Revolving Line of Credit Promissory Note and Other Loan Documents dated to be effective as of July 4, 2016, that certain Fourth Modification of Renewal Reducing Revolving Line of Credit Promissory Note and Other Loan Documents dated to be effective as of July 3, 2017, that certain Fifth Modification of Renewal Reducing Revolving Line of Credit Promissory Note and Other Loan Documents dated to be effective as of June 30, 2018, that certain Sixth Modification of Renewal Reducing Revolving Line of Credit Promissory Note and Other Loan Documents dated as of July 20, 2019, that certain Seventh Modification of Renewal Reducing Revolving Line of Credit Promissory Note and Other Loan Documents dated as of July 19, 2020, and that certain Eighth Modification of Renewal Reducing Revolving Line of Credit Promissory Note and Other Loan Documents dated as of July 18, 2021 (collectively, as further amended, supplemented or otherwise modified at any time or from time to time, the "Reducing Revolving Loan Documents").

The undersigned hereby certify that, as of the date hereof, they hold the offices of the Association set forth underneath their names, that they have the authority to execute this Certificate on behalf of the Association and that:

1. The copy of the Articles of Incorporation of the Association attached hereto as **Exhibit "A"** is a true, correct and complete copy of the Articles of Incorporation of the Association (the "Articles"), and except as reflected in **Exhibit "A"** has not been further amended, modified or supplemented as of the date hereof;
2. The copy of the Amended and Restated Bylaws of the Association attached hereto as **Exhibit "B"** is a true, correct and complete copy of the Amended and Restated Bylaws of the Association (the "Bylaws"), and except as reflected in **Exhibit "B"** has not been further amended, modified or supplemented as of the date hereof;
3. Said Articles and Bylaws have not been rescinded or modified and continue in full force and effect as of the date hereof and no proceedings are pending for the forfeiture of said Articles or for the Association's dissolution, voluntarily or involuntarily;
4. The Association is duly organized and its status is active under the laws of the State of Florida and attached hereto as **Exhibit "C"** is a certificate of the Secretary of the State of the State of Florida attesting to the active status of the Association;

5. Attached hereto as **Exhibit “D”** is a true, correct and complete copy of the resolutions (the “**Resolutions**”), duly adopted by the Board of Directors of the Association on May 16, 2022 and the resolutions duly adopted by the University of Central Florida (the “**University**”) Board of Trustees Budget and Finance Committee on May 25, 2022; said resolutions were adopted in conformity with the Articles and Bylaws, in the case of the Association, and the Articles of Incorporation and Bylaws of the University, in the case of the University; such Resolutions have not been amended, modified or rescinded and remain in full force and effect as of the date hereof; there is no provision in the Articles and Bylaws and/or the Articles of Incorporation and Bylaws of the University, respectively, limiting the power of the Board of Directors or the Board of Trustees (including the Budget and Finance Committee thereof), as applicable, to pass the Resolutions; and we hereby certify to the minutes of the Board of Directors and the Board of Trustees Finance and Facilities Committee, respectively;
6. All franchise and other taxes required to maintain the Association's corporate existence have been paid when due and none of such taxes are delinquent; the Association has all requisite power to carry on its business as it presently being conducted and as proposed to be conducted;
7. The Association has not been served with notice of any suits or proceedings pending in any court of law or before any regulatory agency, commission, board or other administrative governmental agency against or affecting the Association which would have a materially adverse effect on the Association's ability to meet its obligations under the terms of the documents executed or to be executed in connection with the transactions contemplated in the Resolutions and to the best knowledge of the undersigned, none are threatened that have not been reflected on the most recent financial statements of the Association provided to the Bank;
8. To the best knowledge of the undersigned, the Association is not the subject of any judgment or order of any governmental agency or entity or any court of law, which would have a materially adverse effect on the Association's ability to meet its obligations hereunder or under any of the Loan Documents;
9. The Association has, as of the date hereof, complied with all of its duties and obligations and all of the conditions set forth in the Reducing Revolving Loan Agreement and each of the other Reducing Revolving Loan Documents executed by the Association in connection therewith;
10. That no default or event of default under the Reducing Revolving Loan Documents executed and delivered by the Association to and in favor of the Bank and no condition, event, act or omission which, with the giving of notice or the lapse of time or both, would constitute a default or event of default under the Reducing Revolving Loan Documents has occurred and is continuing or exists as of the date hereof; and
11. Each of the following persons listed below is the duly elected, qualified and acting incumbent of the office of the Association set forth opposite his name below, and the signature appearing opposite his name is his true and genuine signature, as the same may appear on documents executed pursuant to the Resolutions:

<u>Name</u>	<u>Signature</u>	<u>Office</u>
Terry Donovan	_____	Chief Financial Officer
Terry Mohajir	_____	President

[Signature Page Follows]

IN WITNESS WHEREOF, we have hereunto set our hands as President and Secretary, respectively, of the Association, effective as of the date first written above.

UCF ATHLETICS ASSOCIATION, INC.

By: _____
Name: Terry Mohajir
Title: President

UCF ATHLETICS ASSOCIATION, INC.

By: _____
Name: Terry Donovan
Title: Chief Financial Officer

EXHIBIT "A"

Articles of Incorporation

See Attached.

EXHIBIT "B"

Bylaws

See Attached.

EXHIBIT "C"

Certificate of Good Standing

See Attached.

EXHIBIT "D"

Resolutions

See Attached.