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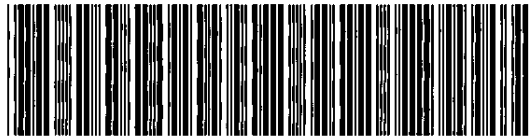
(Business Entity Name)

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2007 APR 23 AM 8:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

207-18763

T. Hampton APR 24 2007



Please reply to: St. Petersburg
Direct Line: 727-824-6144
bmarger@trenam.com

March 30, 2007

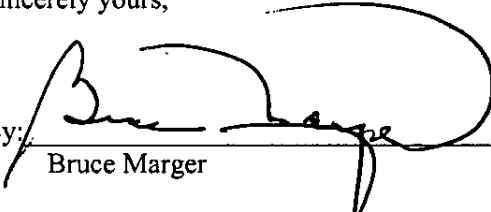
Department of State
Division of Corporations
P.O. Box 6800
Tallahassee, FL 32314-6800

RE: Articles of Incorporation of PROJECT PROSPER, INC., a Florida not for profit corporation

Gentlemen:

Enclosed are original and one copy of the referenced Articles of Incorporation for filing, together with check for \$122.50 (\$35 filing fee; \$35 Registered Agent Acceptance; and \$52.50 for one certified copy of the articles). Please furnish the undersigned with certified copy in the envelope provided.

Sincerely yours,

By: 
Bruce Marger

BM:bb

Enclosure (check)

cc: Robin K. Warren

1838453v1

TK **Trenam Kemker**
ATTORNEYS

BRUCE MARGER
(727) 824-6144
Bmarger@trenam.com

April 20, 2007

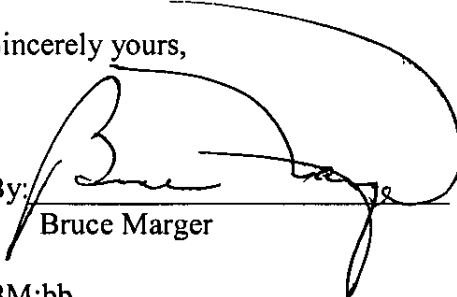
Tammy Hampton
Document Specialist
New Filing Section
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

RE: PROJECT PROSPER, INC.
REF. NO. : W07000018763

Dear Ms. Hampton:

Enclosed are Articles of Incorporation in an original and one copy with Article V providing for effective date on filing. I call your attention to the naming of the Incorporator below Article XI on page 9, which I have highlighted by a separate page and which was reviewed and approved in my telephone call today.

Sincerely yours,

By: 
Bruce Marger

BM:bb

Enclosure



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 17, 2007

BRUCE MARGER
TRENAM KEMKER
200 CENTRAL AVE - STE 1600
ST PETERSBURG, FL 33701

SUBJECT: PROJECT PROSPER, INC.
Ref. Number: W07000018763

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

07 APR 23 AM 7:07

RECEIVED

We have received your document for PROJECT PROSPER, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

You must list at least one incorporator with a complete business street address.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6855.

Tammy Hampton
Document Specialist
New Filing Section

Letter Number: 907A00025829

ARTICLES OF INCORPORATION

OF

PROJECT PROSPER, INC.
a Florida not for profit corporation

ARTICLE I

NAME

The name of this corporation ("Corporation") shall be:

PROJECT PROSPER, INC.

ARTICLE II

PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and the mailing address of this Corporation shall be:

15460 – 1ST Street East
Madeira Beach, FL 33708

ARTICLE III

PURPOSES

The purposes for which the Corporation is organized are:

Primarily to assist new legal immigrants who work and reside in the Tampa Bay area by providing small interest-free loans to meet a one-time or emergency need and, in association with such small loans, to offer a matched savings program, referrals to financial literacy education and individual mentoring, with the goal of enabling recent immigrants to enter into the mainstream of the American financial system. In addition, to increase the broader community's awareness and acceptance of immigrants and their special needs, as well as to serve as a resource and referral source for other entities that serve new immigrant populations in the Tampa Bay area.

2007 APR 23 AM 8:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

To receive and maintain personal or real property, or both; and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, educational, literary or scientific purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. All references are to the Internal Revenue Code of 1986, as amended in Title 26 of the United States Code, including corresponding provisions of any subsequent federal tax laws and the regulations promulgated thereunder as they now exist or as they may hereafter be amended.

In furtherance of the foregoing, the Corporation shall be authorized:

(a) To receive assistance, money (as dues or otherwise), real or personal property and any other form of contributions, gift, bequest or devise from any person, firm or corporation, to be utilized in the furtherance of the objects and purposes of this Corporation; to enter into agreements or contracts for contributions to the Corporation for its objects and purposes, provided however, that gifts shall be subject to acceptance by the Board of Trustees as required by the bylaws.

(b) To establish an office and employ such assistance and clerical force as may be necessary and proper in the judgement of the Board of Trustees, and pay reasonable compensation for the services of such persons.

(c) To distribute, in the manner, form and method, and by the means determined by the Board of Trustees of this Corporation, any and all forms of contributions or other funds received by it in carrying out charitable, educational and scientific programs of the Corporation in the furtherance of its stated purposes. Money and real or personal property contributed to the Corporation in furtherance of these objects and purposes are and shall continue to be impressed with a trust for such purposes.

(d) To invest and reinvest surplus funds in such securities and properties as the Board of Trustees may from time to time determine.

(e) To purchase, acquire, own, hold, guarantee, sell, assign, transfer, mortgage, pledge, loan or otherwise dispose of and deal in any

bonds, securities, evidence of indebtedness or other personal property, as well as to purchase, acquire, own hold, sell transfer, mortgage, or otherwise dispose of and deal in real estate; and, as the owner of any such real or personal property, to exercise all the rights, powers and privileges of ownership.

(f) To contract and be contracted with, and to sue and be sued.

(g) To adopt and use a corporation seal containing the words "corporation not for profit", if desired and deemed necessary: but, this shall not be compulsory unless required by law.

(h) To do all acts and things requisite, necessary, proper and desirable to carry out and further the objects for which this Corporation is formed; and, in general, to have all the rights, privileges and immunities, and enjoy all the benefits of the laws of the State of Florida applicable to corporations of this character, including but not limited to the powers described in Section 617.0302 of the Florida Statutes.

(i) All of the above and foregoing are to be construed both as objects and powers, and it is expressly provided that the specific objects and powers enumerated herein shall not be held to limit or restrict in any manner the general powers of the Corporation.

(j) Each and all of the objects, purposes and powers of the Corporation, however, shall be exercised, construed and limited in their application to accomplish the purposes for which this Corporation is formed.

ARTICLE IV

The Corporation shall not have members.

ARTICLE V

This Corporation shall be effective on filing.

ARTICLE VI

TRUSTEES

All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, a Board of Trustees. The number of Trustees (which number shall not be less than 3) shall be as provided in the Bylaws.

The names and addresses of the initial Trustees are as follows:

Ann R. Haendel
503 – 78th Avenue
St. Pete Beach, FL 37306

Robin K. Warren
15460 – 1st Street East
Madeira Beach, FL 33708

Michael E. Walters
8649 N. Himes Avenue
#818
Tampa, FL 33614

The manner of election of Trustees is as stated in the Bylaws.

ARTICLE VII

TRUSTEES' AND OFFICERS'

COMPENSATION AND INDEMNIFICATION

A. Compensation. A trustee of the Corporation shall not receive compensation, directly or indirectly, for services as a trustee. An officer of the Corporation shall not receive compensation, directly or indirectly, for services as an officer unless engaged by the Board of Trustees as a member of the administrative staff of the Corporation. These prohibitions shall not preclude reimbursement of a

trustee, officer, or duly appointed committee member for expenses or advances made for the Corporation that are reasonable in character and amount and approved for payment in the manner provided by the bylaws.

B. Indemnification. Every trustee and officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed in connection with any proceeding or any settlement of any proceeding (including any appeal thereof) to which a trustee or officer may be a party or may become involved by reason of being or having been a trustee or officer of the Corporation, whether or not a trustee or officer at the time such expenses are incurred, except when the trustee or officer is adjudged guilty of or liable for willful misfeasance or willful malfeasance in the performance of duties; provided that in the event of a settlement before entry of judgment, the indemnification shall apply only when the Board of Trustees approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such trustee or officer may be entitled by law. Appropriate liability insurance may be provided for every officer, trustee and agent of the Corporation in amounts determined from time to time by the Board of Trustees.

C. Interest of Trustees and Officers in Contracts. Any contract, whether for compensation or otherwise, or other transactions between the Corporation and one or more of its Trustees or officers, or between the Corporation and any firm of

which one or more of its Trustees or officers are shareholders or employees, or in which they are interested, or between the Corporation and any corporation, association or partnership of which one or more of its Trustees or officers are shareholders, members, Trustees, officers, partners or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such trustee or Trustees, officer or officers, at the meeting of the Board of Trustees of the Corporation which acts upon or in reference to such contract or transaction and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known in writing to the Board of Trustees and the Board of Trustees shall, nevertheless, authorize, approve and ratify such contract or transaction by vote of majority of the Trustees present, such interested trustee or Trustees, officer or officers to be counted in determining whether a quorum is present but not be counted in calculating the majority of such quorum necessary to carry such vote. This section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

ARTICLE VIII

CHARITABLE LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the members, Trustees, or officers of the Corporation, or to any other private person; nor shall the Corporation's assets or earnings be expended for the benefit of anyone other than a recipient of funds for charitable, educational,

literary or scientific purposes; it being intended that all such earnings and assets shall be used and expended solely for the purposes stated in Section 501(c)(3) of the Internal Revenue Code. The Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes as set forth herein.

No substantial part of the activities of the Corporation 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 any candidate for public office.

In the event that the Corporation is characterized as a private foundation within the meaning of Section 509, the Corporation, during the period of such characterization:

Shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942;

Shall not engage in any act of self-dealing as defined in Section 4941(d);

Shall not retain any excess business holdings as defined in Section 4943(c);

Shall not make any investments in such manner as to subject it to tax under Section 4944; and

Shall not make any taxable expenditures as defined in Section 4945(d).

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be

conducted or carried on by an organization exempt from taxation under Section 501(c)(3).

ARTICLE IX

DISPOSITION OF ASSETS

In the event of the dissolution of the Corporation pursuant to Florida Statutes, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation by transferring such assets to such organizations which are exempt under Section 501(c)(3) as are engaged in activities of the type described in Article III above, as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes, or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes.

ARTICLE X

BYLAWS

AMENDMENTS

The power to adopt, alter, amend or repeal the Bylaws of the Corporation shall be vested in the Trustees in accordance with the provisions of the Bylaws.

ARTICLE XI. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 200 Central Avenue, Suite 1600, St. Petersburg, Florida 33701 and the name of the initial registered agent of the corporation at that address is BRUCE MARGER, EQ..

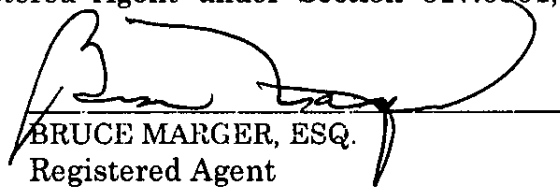
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation as of this 2 day of April, 2007.



Robin K. Warren, President
Incorporator
15460 – 1st Street East
Madeira Beach, FL 33708

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

BRUCE MARGER, ESQ., having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 617.0501, Florida Statutes.



BRUCE MARGER, ESQ.
Registered Agent