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COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Solar and Energy Loan Fund of St. Lucie County, Inc.
(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Robert Reid, Esq., Bryant Miller Olive P.A.
Name (Printed or typed)

101 North Monroe St., Suite 900
Address

Tallahassee, FL 32301
City, State & Zip

850-222-8611
Daytime Telephone number

E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
SOLAR AND ENERGY LOAN FUND OF ST. LUCIE COUNTY, INC.
A Florida corporation not-for-profit

The undersigned, acting as incorporator of a corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation ("Articles") for such corporation:

ARTICLE I

Name and Location of Principal Office

The name of the corporation is SOLAR AND ENERGY LOAN FUND OF ST. LUCIE COUNTY, INC., a Florida corporation not-for-profit. Its initial office shall be at c/o 2300 Virginia Avenue, Fort Pierce, Florida 34982.

ARTICLE II

Term

The corporation shall exist perpetually until dissolved by due process of law.

ARTICLE III

Incorporator

The name and address of the incorporator of the corporation is Robert Reid, Esq., Bryant Miller Olive P.A., 101 N. Monroe Street, Suite 900, Tallahassee, Florida 32301.

ARTICLE IV

Powers

The corporation shall possess, and may exercise, all of the powers and privileges conferred on a corporation not-for-profit under the laws of the State of Florida, together with all powers necessary or convenient to the conduct, promotion, or attainment of the activities or purposes of the corporation, limited only by the restrictions set forth in these Articles or by the By-laws of the corporation.

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ARTICLE V

General Purposes

The purposes for which the corporation is organized are exclusively charitable, scientific, literary, and/or educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

Primary Purposes

Within the general purposes for which the corporation is organized, the primary purpose shall be to foster the development of a green economy through education and facilitating the implementation of public programs and related activities promoting and implementing conservation of energy usage and generating and/or utilizing alternative energy production facilities with the goal of assisting in the conservation and protection of the Florida environment within St. Lucie County, Florida, and the surrounding area, through the use, development, deployment, creation and facilitation of energy conservation technologies, alternative energy production and/or distribution technologies, additional energy production and conservation related technologies yet to be developed, and related economic and community development and revitalization strategies historically utilized by local governments and community based organizations to foster and promote conservation of energy, economic revitalization and community development through investment in and assistance to community based institutions. The corporation is intended to organize and qualify as a Community Development Financial Institution ("CDFI") as authorized and contemplated by the Reigle Community Development and Regulatory Improvement Act of 1994, as amended, and through its operations, to lessen the burdens of government undertaken by St. Lucie County, Florida.

To carry out these economic and community redevelopment and revitalization and conservation purposes, the corporation can undertake the following activities:

1. Provide alternative and/or supplemental credit, through grants and loans,

to businesses serving low and moderate income target areas in order to promote the development of the economic base of economically lagging regions and prevent further deterioration of the regions resulting from cash out-flow from the regions and to accelerate redevelopment in distressed areas where access to capital markets is limited for small businesses by offering flexibility that is not feasible through traditional financing.

2. Provide alternative and/or supplemental credit, through grants and loans, directly or through a local governmental program (including, but not limited to, a property assessed clean energy program sponsored by one or more local governmental units), to families of low and moderate income and other families and property owners who may not otherwise have access to credit to finance energy conservation and energy efficiency improvements and clean energy improvements to real property.

3. Create and implement alternative models of financing for community economic development which encourages involvement by local community organizations, governmental entities, financial institutions, religious organizations, foundations, and corporations through: (a) direct lending to community-based prototype development projects; (b) loan referral, packaging, and management assistance for potential lenders and borrowers; and (c) technical assistance to potential borrowers from the corporation, community-based not-for-profit cooperative organizations, and minority and small businesses in developing their own management capabilities.

4. Conduct conferences, seminars, lectures, educational sessions and other public discussions and programs on issues relating to community reinvestment, socially responsible investment, and related topics of social concern, including the development of a "green economy", energy conservation and efficiency improvements and clean energy improvements to real property.

5. Stimulate the creation and retention of jobs.

6. Support and partner in job training educational programs in the region.

7. Attract businesses to the areas which will contribute to its economic

diversity, create job opportunities and have a good chance of success without creating significant negative impacts on competition or the environment.

8. Stimulate the formation of new businesses so as to create entrepreneurial career opportunities and to fill perceived or identified voids in retail and service businesses, including microbusinesses and start-up companies that require assistance.

9. Supplement existing economic development financing programs, especially those undertaken by local government units and other exempt organizations access.

10. Provide an alternative source of funds to local businesses, low and moderate income families and other families who have no other access to lendable funds with a geographic focus.

ARTICLE VI

Activities Not Permitted

Notwithstanding any other provision of these Articles, the corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Code of 1986 or any other corresponding provision of any future United States Internal Revenue Law.

ARTICLE VII

Dedication and Distribution of Assets

No part of the net earnings of the corporation shall inure to the benefit of any member, Director, or Officer of the corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes) and no member, Director, or Officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of

the corporation.

In the event of dissolution, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or local government for exclusive public purposes.

ARTICLE VIII

Management of Corporate Affairs

(a) Board of Directors. The powers of the corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The corporation shall have five (5) Directors initially, one of whom at all times shall be a representative of the Board of County Commissioners of St. Lucie county, Florida (the "County Board"). The number of Directors of the corporation may be increased or decreased from time to time (but not below five (5) members) in the manner provided in the By-laws of the corporation. The method of selection of Directors shall be set forth in the By-laws of the corporation. The Board shall be composed of members who, as a whole, represent local governmental interests in economic development, local financial institutions active in assisting that portion of the population to be served by the corporation, local business interests and persons who represent the community to be served by the corporation.

The Directors named in these Articles as the first Board of Directors shall hold office until the first annual meeting of the corporation at which time an election of Directors shall be held.

Directors elected after the first annual meeting, and at all times thereafter, except for the representative of the County Board, shall serve for a term of three (3) years or until their successors are elected and have qualified as provided in the By-laws of the corporation then in existence, or, until their resignation or removal. Annual meetings shall be held at the principal office of the corporation, or at such other place or places as the Board of Directors may designate from time to time by resolution.

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 all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board and any such action by written consent shall 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 which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Articles and By-laws of the corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such first members of the Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>TERM</u>
Chris Dzadoovsky	2300 Virginia Avenue Fort Pierce, Florida 34982	1 year
Larry Pelton	1850 SW Fountainview Blvd. Suite 205 Port St. Lucie, Florida 34986	3 years
Aileen Pruitt	100 South Second Street A1-P7656-02-1 Fort Pierce, Florida 34950	3 years
Tom Cooper, AIA	4498 NE Skyline Drive Jensen Beach, Florida 34957	2 years
Julien Nazario	3855 South U.S. 1 Fort Pierce, Florida 34892	2 years

The representative of the County Board shall be appointed by the County Board each year in November on the date the County Board holds its organizational meeting, and shall serve until a successor is duly appointed.

The remaining initial members of the Board of Directors shall serve for the following terms:

- Two (2) members shall serve for two (2) years; and
- Two (2) members shall serve for three (3) years.

Thereafter, all members other than the County Board representative shall serve for three (3)

year terms. No member of the Board of Directors (other than the County Board representative) may serve for more than two (2) consecutive three (3) year terms; provided, however that a member may be reappointed after a one-year absence from membership on the Board of Directors.

Each member of the Board of Directors shall serve until his or her term expires and until his or her successor has been duly appointed and qualified to serve, or until his or her removal or resignation (if sooner).

(b) Corporate Officers. The Board of Directors shall elect the following officers: President, Vice President, Treasurer, and Secretary and such other Officers as the By-laws of the corporation may authorize, from time to time, the Directors to elect. Initially such Officers shall be elected at the first annual meeting of the Board of Directors.

(c) Committees. The By-laws of the corporation or the Board of Directors may, by resolution, create one or more committees to have primary responsibility over specific operational areas, including, but not limited to, a loan committee to oversee lending operations, a citizen advisory committee to provide community feedback on the operation of the corporation in carrying out its organizational mission and such executive committees as may be deemed appropriate and in the best interest of the corporation by the Board of Directors. No committee (or any member of any committee) shall have any authority except as specifically granted to it by the Board of Directors and each committee shall answer to the Board of Directors.

ARTICLE IX

Indemnification

Every person who now is or hereafter shall be a Director or Officer of the corporation shall be indemnified by the corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from, any action, suit, or proceedings of whatever nature, to which he is or shall be made a party by reason of his being or having been a Director or Officer of the corporation (whether or not he is a Director or Officer of the corporation at the time he is made a party to such action, suit or

proceeding, or at the time such cost or expense is incurred by or imposed upon him) to the extent and as specifically provided in the By-laws of the corporation.

ARTICLE X

Membership

The corporation shall have no members.

ARTICLE XI

By-laws

The Board of Directors of the corporation may provide such By-laws for the conduct of the business of the corporation and the carrying out of its purposes as such Directors may deem necessary from time to time. The By-laws may be amended in the manner set forth in the By-laws.

ARTICLE XII

Amendments to Articles of Incorporation


An amendment to these Articles may be adopted only after receiving an affirmative vote of the majority of the Board of Directors.

ARTICLE XIII

Initial Registered Office and Agent

The name and address of the initial registered agent of the corporation is Robert Reid, Esq., Bryant Miller Olive P.A., 101 N. Monroe Street, Suite 900, Tallahassee, Florida 32301.

IN WITNESS WHEREOF, the undersigned have made, subscribed and acknowledged these Articles of Incorporation on this 21st day of July, 2010, for the purpose of forming the corporation not for profit under the laws of the State of Florida.

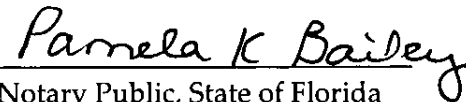

Name: Robert Reid

STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 21st day of July, 2010, by Robert Reid, as incorporator of Solar and Energy Loan Fund of St. Lucie County, Inc., a Florida not-for-profit corporation, on behalf of the corporation, who is X personally known to me or has produced as identification (check one).

[SEAL]





Notary Public, State of Florida
Name: _____
My Commission Expires: _____

**ACCEPTANCE OF REGISTERED AGENT
FOR SOLAR AND ENERGY LOAN FUND OF ST. LUCIE COUNTY, INC.**

I, Robert Reid, being named as the registered agent and to accept service of process for Solar and Energy Loan Fund of St. Lucie County, Inc. (the "Corporation") at the above-stated registered address, hereby 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, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 21st day of July, 2010.


Name: Robert Reid

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TALLAHASSEE, FLORIDA