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June 24, 2002

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

Re: Jacksonville Economic Development Company, Inc.

Ladies and Gentlemen:

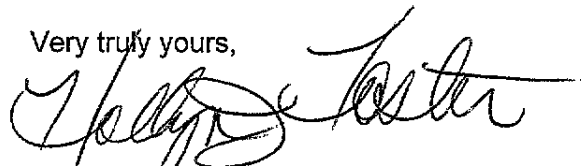
An Original and one copy of the Amended and Restated Articles of Incorporation are enclosed for filing, together with a check in the amount of \$43.75 for payment of your fees. Please file the Articles and return a certified copy of them to us at the above address. The check has been allocated as follows:

Filing fee-	\$ 35.00
Certified copy of Articles	<u>8.75</u>
Total	\$ 43.75

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Thank you for your assistance. If there are any questions concerning the proposed corporate name or otherwise, please call me at the telephone number listed above.

Very truly yours,



Hollyn J. Foster, CLA
Certified Legal Assistant

/hf
Enclosures

FILED
02 AUG - 2 PM 1:06
TALLAHASSEE, FLORIDA

Re: JS 8/5/02
Amended/Restated 755830
267/3/02



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 3, 2002

SLOTT & BARKER
ATTN: HOLLYN J FOSTER, CLA
334 E DUVAL ST
JACKSONVILLE, FL 32202-2718

SUBJECT: JACKSONVILLE ECONOMIC DEVELOPMENT COMPANY, INC.
Ref. Number: 755830

We have received your document for JACKSONVILLE ECONOMIC DEVELOPMENT COMPANY, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.)

The registered agent must sign accepting the designation.

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

Please return 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) 245-6957.

Pamela Smith
Corporate Specialist

Letter Number: 702A00042137

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
JACKSONVILLE ECONOMIC DEVELOPMENT COMPANY, INC.
(a Florida corporation not for profit)**

FILED
02 AUG -2 PM 1:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Jacksonville Economic Development Company, Inc., pursuant to the provisions of Article XII of its Articles of Incorporation as heretofore amended, has adopted the following Amended and Restated Articles of Incorporation and submits and files the same pursuant to Chapter 617, Florida Statutes and, in particular, §§617.1001 and 617.01201, thereof, acting by and through the Chairman of its Board of Directors. From and after the date these Amended and Restated Articles of Incorporation are filed, the Corporation shall be governed by the following Articles, to wit:

**ARTICLE I
CORPORATE NAME**

The name of the Florida not for profit corporation is Jacksonville Economic Development Company, Inc. (the "Corporation" or "Company").

**ARTICLE II
CHARITABLE PURPOSE**

The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations which qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code and is prohibited from pursuing any purpose for which such a corporation may not be qualified. The Corporation shall not pursue any act or acts, purpose or purposes for its pecuniary profit, but such prohibitions shall not limit the authority of the Corporation to accumulate reasonable reserves for the accomplishment of its not for profit purposes.

**ARTICLE III
OPERATIONAL OBJECTIVES**

In pursuance of, but not in derogation from or in limitation of the Corporation's Charitable Purpose as recited in Article II, the Corporation shall operate programs and exercise its corporate authority with the objectives (its "Operational Objectives") of relieving poverty, eliminating prejudice and discrimination and reducing neighborhood tensions and community deterioration. Acting within its Charitable Purpose and these Operational Objectives, the Corporation (a) shall provide or arrange for loans to businesses that are not able to obtain funds from conventional commercial sources and shall give preference to businesses that will provide training and employment opportunities for unemployed or underemployed residents within its geographical jurisdiction and (b) shall coordinate or provide a program or programs of financial and loan assistance for business enterprises, including small business enterprises, located within the environs of Duval, Nassau, Clay, Baker and St. Johns counties in the State of Florida. Provided the same are determined by its Board of Directors to support its Charitable Purpose

and its Operational Objectives, the Corporation shall promote and assist the growth and development of business concerns, including small business concerns.

ARTICLE IV **CORPORATE POWERS**

The Corporation shall have and be authorized to exercise all powers from time to time granted by law to Florida corporations not for profit, subject however to the limitations in this Article IV and recited elsewhere in these Articles of Incorporation. 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on activities not permitted to be carried on (a) by a corporation exempt from federal tax under §501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V **CORPORATE ADDRESS**

The principal business and mailing address of the Corporation is 1300 Riverplace Boulevard, Suite 107, Jacksonville, Florida 32207 at the time of execution of these Articles.

ARTICLE VI **CORPORATE DIRECTORS**

The Corporate Directors of the Corporation shall be elected as may be provided from time to time in the By-Laws of the Corporation; provided however, that the number of directors at any time shall be no fewer than 9 nor more than 35 as may be fixed as provided in the By-Laws of the Corporation or, in the absence of a provision in the By-Laws, by resolution of the Board of Directors. The Directors individually and the Board of Directors collectively shall satisfy such requirements for membership and representation as may be provided by the By-Laws.

ARTICLE VII **MEMBERSHIP**

1. General Qualifications. Membership in the Corporation shall be limited to persons who are concerned about and interested in the Corporation's Charitable Purpose and Operational Objectives and who, by profession or public vocation or by involvement in civic or public organizations, evidence leadership and dedication to the same.

2. Election of Members. Members of the Corporation shall be elected by the affirmative vote of a majority of the Corporate Directors and, when elected, shall continue to

occupy the position of Member until their death, resignation or removal by the affirmative vote of a majority vote of the Corporate Directors or until a Member fails to attend three consecutive annual meetings of the Members.

3. Number of Members. The total number of members of the Corporation shall not be less than 25 and shall be recruited and elected in such a manner that reasonable representation shall be maintained from the following groups or communities within the environs of Duval, Nassau, Clay, Baker and St. Johns Counties in the State of Florida, to wit:

- (a) Government organizations responsible for economic development in the area of operations and acceptable to SBA;
- (b) Financial institutions that provide commercial long-term fixed asset financing in the area of operations;
- (c) Community organizations dedicated to economic development in the area of operations such as chambers of commerce, foundations, trade organizations, colleges, or universities; and
- (d) Businesses in the area of operations.

ARTICLE VIII RIGHTS OF MEMBERS

The rights of members shall be defined in the By-Laws; provided however that no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the charitable purpose of the Corporation as set forth in these Articles.

ARTICLE IX TERM

The Corporation shall exist perpetually.

ARTICLE X DISSOLUTION

Upon the dissolution of the Corporation as provided by law, the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of §501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction 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 nevertheless shall be organized and operated exclusively for such purposes.

ARTICLE XI
RESIDENT AGENT

The street address of the Corporation's registered office is 1300 Riverplace Boulevard, Suite 107, Jacksonville, Florida 32207, and the name of its registered agent at such address is Mark F. Gruszecki.

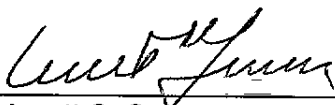
ARTICLE XII
AMENDMENTS

These Articles of Incorporation may be amended only upon the affirmative vote of not less than two-thirds of the Board of Directors of the Corporation attending a lawfully constituted meeting of the Board of Directors upon or following written notification of not less than 20 days in advance of the meeting.

THE FOREGOING Amended and Restated Articles of Incorporation of Jacksonville Economic Development Company, Inc., were adopted by a majority of the Board of Directors of the Corporation in accordance with its Articles of Incorporation and the provisions of Florida Statutes, section 617.1001, at a meeting duly held on June 19, 2002. There are no members entitled to vote on these Amended and Restated Articles of Incorporation.

IN WITNESS WHEREOF, the Corporation has caused these Amended and Restated Articles of Incorporation to be executed by the Chairman of its Board of Directors at Jacksonville, Florida, as of this June 19, 2002, and has caused the same to be filed as required by law.

JACKSONVILLE ECONOMIC
DEVELOPMENT COMPANY, INC.

By: 
Arnett C. Greene
Chairman of its Board of Directors

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for Jacksonville Economic Development Company, Inc., I hereby agree to act in this capacity. I am familiar with and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

A handwritten signature in black ink, appearing to read 'Mark F. Gruszecki', is written over a horizontal line.

Mark F. Gruszecki
Resident Agent