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**N0200004659**  
Florida Department of State  
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**MERGER OR SHARE EXCHANGE**  
**Florida Black Business Investment Board, Inc.**

Certificate of Status	0
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**ARTICLES OF MERGER**

The following Articles of Merger are being submitted to merge the following Florida Non-Profit Corporation and the following Florida limited liability company in accordance with 617.0302 and 617.1108, Florida Statutes.

**FIRST:** The exact name, form/entity type, and jurisdiction for the merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
L11-84610 FBBIB Acquisition, LLC	Florida	limited liability company

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
N02-4659 Florida Black Business Investment Board, Inc.	Florida	non-profit corporation

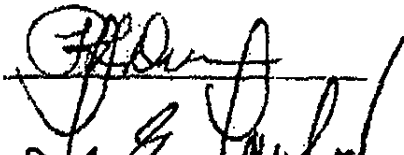
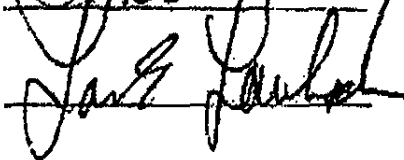
**THIRD:** The Plan of Merger is attached.

**FOURTH:** The Plan of Merger was approved by the Florida Black Business Investment Board, Inc., the surviving corporation, on August 15, 2011, in accordance with the applicable provisions of Chapter 617, Florida Statutes.

**FIFTH:** The Plan of Merger was approved by FBBIB Acquisition, LLC, the merging limited liability company, on August 19, 2011, in accordance with the applicable provisions of Chapter 608, Florida Statutes.

**SIXTH:** The merger shall become effective at the time when the Articles of Merger are filed with the Florida Secretary of State.

**SEVENTH:** SIGNATURES FOR EACH CORPORATION:

<u>Name of Corporation</u>	<u>Signature:</u>	<u>Typed or Printed Name of Individual and Title</u>
Florida Black Business Investment Board, Inc.		Paula Duncan, President
FBBIB Acquisition, LLC		Louis Laubscher, Sr. VP and COO of Enterprise Florida, Inc., its sole member and manager

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## PLAN OF MERGER

**First:** The exact name, form/entity type, and jurisdiction for the merging party (the "Merging Party") are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
FBBIB Acquisition, LLC	Florida	limited liability company

**Second:** The exact name, form/entity type, and jurisdiction for the surviving party (the "Surviving Party") are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Florida Black Business Investment Board, Inc.	Florida	non-profit corporation

**Third:** The merger shall become effective at the time when the Articles of Merger are filed with the Florida Secretary of State (the "Effective Time").

**Fourth:** The terms and conditions of the merger are as follows:

The Merging Party will be merged with and into the Surviving Party which will be the surviving entity at the Effective Time and which will continue to exist as a non-profit corporation under the laws of the State of Florida. The Surviving Party will succeed to all rights, assets, liabilities and obligations of the Merging Party, and the separate existence of the Merging Party will cease at the Effective Time. The Surviving Party will continue its corporate existence as a Florida not for profit corporation that is exempt from federal taxes pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The Articles of Incorporation of the Surviving Party will be amended and restated at the Effective Time in accordance with the Amended and Restated Articles of Incorporation attached hereto as Exhibit A, and the name of the Surviving Corporation will be changed to the "Florida Minority Business Investment Board, Inc.". The Bylaws of the Surviving Corporation will be amended and restated at the Effective Time of the merger.

**Fifth:** The manner and basis of converting the interests, shares, obligations or other securities of each corporation into shares, obligations, or other securities of the Surviving Party, in whole or in part, into cash or other property are as follows:

As a not for profit corporation, the Surviving Corporation has no shares or other ownership interests. There are no members of the Surviving Corporation other than the members of its Board of Directors. At the Effective Time, by virtue of the merger and without any action on the part of the holders thereof, the sole member of the Merging Corporation will be the sole member of the Surviving Corporation, subject to all the conditions and obligations of membership set forth in the Amended and Restated Articles of Incorporation and Amended and Restated Bylaws of the Surviving Corporation.

**Sixth:** If any provision of this Plan of Merger is deemed invalid or unenforceable, such provision will be deemed limited by construction in scope and effect to the minimum extent necessary to render it valid and enforceable and, in the event no such limiting construction is possible, the invalid or unenforceable provision will be deemed severed from this Plan of Merger without affecting the validity of any other term or provision.

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FROM: HK

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**Exhibit A**

**Amended and Restated Articles of Incorporation  
of  
Florida Minority Business Investment Board, Inc.**

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
FLORIDA BLACK BUSINESS INVESTMENT BOARD, INC.**

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In accordance with Section 617.1007 of the Florida Statutes, the articles of incorporation of Florida Black Business Investment Board, Inc., a Florida corporation, are hereby amended and restated to read in their entirety as follows:

**ARTICLE I  
NAME OF CORPORATION**

The name of the corporation is Florida Minority Business Investment Board, Inc. (hereinafter called the "Corporation").

**ARTICLE II  
PRINCIPAL OFFICE OF THE CORPORATION**

The mailing address and street address of the Corporation shall be 800 North Magnolia Avenue, Suite 1100, Orlando, Florida.

**ARTICLE III  
PURPOSES AND POWERS OF THE CORPORATION**

This Corporation does not contemplate pecuniary gain or profit to its members, and the specific purposes for which it is formed are:

(1) exclusively for charitable, educational, religious and/or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws governing the distributions to organizations qualified as tax-exempt; and

(2) except as limited by the Articles of Incorporation and the Bylaws, the Corporation will have and exercise all rights and powers in furtherance of its purposes as are or may hereafter be conferred on not for profit corporations pursuant to Chapter 617, Florida Statutes, and in accordance with other applicable law.

Within the limitations of the foregoing, the Corporation intends to facilitate the creation of partnerships between federal, state and local governments and private enterprises to aid in the development and expansion of minority business enterprises and provide a network of information resources for minority business enterprises. Notwithstanding any other provision of these Articles of Incorporation, this Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law.

ARTICLE IV  
MEMBERSHIP

This Corporation's sole member is Enterprise Florida, Inc.

ARTICLE V  
BOARD OF DIRECTORS

The affairs of this Corporation shall be managed by its Board of Directors. The method of election or appointment of the Board of Directors shall be fixed and governed by the Bylaws of the Corporation.

ARTICLE VI  
DISSOLUTION

A majority of the Board of Directors may authorize dissolution of the Corporation. After dissolution is authorized, the Corporation must file articles of dissolution, in compliance with Section 617.1403, Florida Statutes, with the Department of State.

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

ARTICLE VII  
DURATION

The Corporation shall exist perpetually.

ARTICLE VIII  
AMENDMENTS

A majority vote of the Board of Directors may amend the Articles of Incorporation.

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IN WITNESS WHEREOF, the undersigned, a duly authorized representative of the Corporation, executed these Amended and Restated Articles of Incorporation this 15 day of August, 2011.

By: [Signature]  
Name: Paula L. Duncan  
Title: Interim President

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED.

FLORIDA MINORITY BUSINESS INVESTMENT BOARD, INC.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That Florida Minority Business Investment Board, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at 800 North Magnolia Avenue, Suite 1100, City of Orlando, County of Orange, State of Florida has named Pamela Murphy, whose address is 800 North Magnolia Avenue, Suite 1100, City of Orlando, County of Orange, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity and to comply with the provisions of the Florida Not for Profit Business Corporation Act relative to keeping open the registered office.

  
Pamela Murphy, Registered Agent

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