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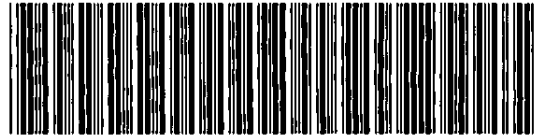
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED

07 APR -9 PM 1:46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4/9/07

COVER LETTER

FILED

07 APR -9 PM 1:46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

SUBJECT: Access Florida Finance Corporation
(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: Mark A Scovena
Name (Printed or typed)

2019 Centre Pointe Blvd Ste 101
Address

Tallahassee FL 32308
City, State & Zip

850-878-0275
Daytime Telephone number

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

ACCESS FLORIDA FINANCE CORPORATION

ARTICLES OF INCORPORATION

ARTICLE I

NAME AND PURPOSES

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1.1 Name.

The name of this Corporation is ACCESS FLORIDA FINANCE CORPORATION, (hereinafter, the "Corporation"), duly filed with the State of Florida. Address is 2019 Centre Pointe Blvd. Ste. 101 Tallahassee FL 32308

1.2 Purposes.

The Corporation is a non-profit Florida corporation under Chapter 617 of the Florida Statutes. Its chief purposes are for community development, investment, charitable and educational in nature, including but not limited to the following:

(a) To promote and obtain contributions and investments by financial institutions, State of Florida Legislative Appropriation through the Florida Black Business Investment Board, Inc. or other entities, foundations and other persons and entities to fund activities which encourage the development of black and minority business enterprises in Florida;

(1) The term "black and minority business" shall mean any business concern organized to engage in commercial transactions and which is at least fifty-one percent (51%) owned and controlled by a minority or minorities, as defined in Chapter 288.703(3) Florida Statutes, as amended, who are permanent residents of the State of Florida.

(b) To foster interaction among groups and individuals interested in black and minority business financing and development;

(c) To foster opportunities for black and minority owned and operated businesses and to develop job opportunities for black and minority job-seekers; and

(d) To assist in the establishment of training and educational programs which will assist individuals and businesses who desire to invest in, or otherwise assist, black and minority business enterprises in Florida; including, but not limited to, meetings, seminars, conferences, publications, preparing business plans, setting up marketing, management, and accounting systems, maximizing productivity, providing services and group insurance, and raising capital and loan funds for business development.

(e) To serve as the clearinghouse for the Preferred Lender Finance Program and promote special programs.

(f) To operate exclusively in any other manner for similar purposes as will qualify it as an exempt organization under §501(c)(3) of the Internal Revenue Code (hereinafter the "Code"), as amended or under any corresponding provisions of any subsequent Federal tax laws, covering the distributions to organizations qualified as tax-exempt organizations under the Code, as amended,

including private foundations and private operating foundations and to qualify for programs initiated by the State of Florida under Florida Statutes Chapter 288.

- (g) To operate as the statewide entity providing programs and services in Florida.

ARTICLE II

MEMBERSHIP, DURATION AND INCORPORATOR

2.1 Members.

The sole member of the Corporation shall be the Florida Black Business Investment Board ("Sole Member"). The Corporation shall issue a certificate of membership in the Corporation evidencing the Sole Member's membership interest. The Sole Member's interest shall be a non-voting interest. The Corporation shall have no obligation to pay dividends nor distribute any part of the income of the Corporation to its Members. Redemption of Membership Certificates shall be made in accordance with the Investment Agreement executed between the Corporation and the Sole Member on July 1, 2006.

2.2 Associate Members.

The Sole Member or the Corporation's Board of Directors may create an associate membership program for any person or organization that supports the purposes of the Corporation. As determined by the Sole Member or the Corporation's Board of Directors, an associate member may have all the privileges of a member. Associate Membership interests shall be non-voting interests.

2.3 Duration.

The Corporation's term shall be perpetual.

2.4 Incorporator.

The name and address of the incorporator is:

Mark A. Scovera, President
Access Florida Finance Corporation
2019 Centre Pointe Blvd. Ste. 101
Tallahassee, FL 32308
Mark.Scovera@AccessFloridaFinance.com

ARTICLE III

MEETINGS OF THE BOARD OF DIRECTORS

3.1 Annual Meeting of the Board.

An annual meeting of the Board of Directors shall be held once each year, at such date, hour and place as shall be ordered by the Board of Directors for the purpose of conducting the election of the Directors and Officers, receiving annual reports and for the transaction of such other business as

may come properly before the meeting. The annual meeting of the Board of Directors shall be held as soon as practicable following each new calendar year. Any business may be transacted at the annual meeting of the Board of Directors, and the Chairperson of the Board shall preside at the annual meeting of the Board of Directors.

3.2 Regular Meetings of the Board.

No fewer than four (4) regular meetings of the Board of Directors shall be held each year at such times and places as a majority of the Directors shall determine. Any business may be transacted at any regular meeting of the Board of Directors, and written notice of such meetings shall be given at least two (2) days in advance. The Chairperson of the Board shall preside at regular meetings of the Board of Directors.

3.3 Special Meetings of the Board.

Special meetings of the Board of Directors shall be held whenever called by the Chairperson or by two (2) or more Directors. Business transacted at a special meeting need not be confined to the purposes set forth in the notice of the meeting unless the notice specifically states that it will be thus confined.

3.4 Notice of Meetings of Board.

Written notice of the time and place of any regular meeting of the Corporation shall be e-mailed or mailed to all Directors not less than two (2) days prior to the date of the meeting. Written notice of the time and place of any special meeting of the Corporation shall be e-mailed or mailed to all Directors not less than one (1) day prior to the date of the meeting.

3.5 Quorum.

Fifty per cent (50%) of the Board of Directors of the Corporation, present in person, by conference telephone or other similar communications equipment by means of which all persons in the meeting can hear each other, shall constitute a quorum at any called meeting of the Board of Directors for the transaction of business. At any duly called meeting of the Board of Directors, whether or not a quorum is present, a majority of the Directors present, in person or, by conference telephone or other similar communications equipment by means of which all persons in the meeting can hear each other, may adjourn the meeting from time to time, without notice other than announcement at the meeting. The Board of Directors may take official action by a majority vote of the Directors present at any meeting at which a quorum is present.

3.6 Order of Business.

The order of business at annual meetings of the Board shall be as follows:

- (a) Determination of quorum;
- (b) Approval of the minutes of prior meeting;
- (c) Report of the Officers;

- (d) Report of the Committees;
- (e) Unfinished business;
- (f) New business;
- (g) Election of Directors; and
- (h) Adjournment.

The order of business at regular meetings of the Board of Directors, supplemented and modified, however, by the Chairperson of the meeting, shall be as follows:

- (a) Determine of quorum;
- (b) Approval of the minutes of prior meeting;
- (c) Report of the Officers;
- (d) Report of the Committees;
- (e) Unfinished business;
- (f) New business; and
- (g) Adjournment.

The order of business at special meetings of the Board of Directors, shall be determined by the Chairperson or by the Directors that called the meeting.

ARTICLE IV

BOARD OF DIRECTORS

4.1 Directors and Term.

Effective as of January 1, 2007, there shall be a Board of Directors of the Corporation, which shall be initially appointed by its Sole Member. Subsequent appointments shall be made by a majority vote of the Directors not standing for re-election, in accordance with §4.2. The initial Board of Directors shall have two (2) Directors with three (3) year terms, two (2) Directors with two (2) year terms and one (1) Director with a one (1) year term. Subsequent appointments shall carry a three (3) year term. All terms shall become effective January 1 of each year. Any existing Director is eligible for re-appointment in perpetuity. The Board of Directors shall have no less than five (5) Directors and no more than nine (9) Directors, not considering any ex-officio Directors. All Directors shall have equal voting rights.

4.2 Election of New Directors.

Each year, at the Annual Meeting of the Board of Directors, the Directors not standing for election shall determine by majority vote and Resolution the Directors that shall fill Board seats vacated by term expiration or vacant seats. All new Directors shall be appointed for a three (3) year term.

4.3 Powers and Duties of Board of Directors.

The Board of Directors shall formulate and determine general policies as shall be deemed necessary for the administration and development of the Corporation. The Directors shall in all cases act as a Board regularly convened by majority vote of those present, in person and by telephone, and they may adopt such rules and regulations for the conduct of their meetings and the management of the Corporation as they deem proper, not inconsistent with these Bylaws and the laws of the state of Florida. The Board of Directors shall have the authority to appoint and remove and replace the Officers of the Corporation by majority vote.

4.4 Removal of Directors.

Any Director may be removed at any time, either with or without cause, by a two-thirds (2/3) vote of the Directors at any duly called meeting of the Board of Directors at which a quorum is present, provided that notice thereof has been given of the called meeting, in accordance with §3.3.

4.5 Filling of Vacancies.

Except as otherwise provided herein, vacancies on the Board of Directors shall be filled by the affirmative majority vote and Resolution of the Corporation's remaining Board of Directors, and each person so elected shall be a Director until his or her earlier resignation, removal or natural expiration of his/her predecessor's term.

4.6 Election of Chairperson.

The initial Chairperson of the Board shall be appointed by the Sole Member. Subsequent Chairpersons shall be elected from the pool of existing or newly elected Directors by a majority vote and Resolution of the Corporation's Board of Directors, in accordance with §4.2. Once elected, the Chairperson shall continue to serve in such a capacity until his or her earlier resignation, removal or natural expiration of his or her term. The removal and filling of vacancies at the Chairperson post shall follow the same procedures as outlined for Directors in §4.4 and §4.5.

4.7 Voting.

At all meetings of the Directors, each Director of the Corporation shall be entitled to one vote on each proposal presented at the meeting. Votes must be cast in person with no proxies.

ARTICLE V

COMMITTEES

5.1 Standing Committees.

(a) Finance Committee.

The Chairperson of the Board of Directors shall appoint the Chairperson and the individuals who shall serve on the Finance Committee. Individuals on the Finance Committee may or may not be Directors. The Finance Committee shall oversee the financial affairs of the Corporation. The Finance Committee shall be comprised of three (3) persons. All actions of the Committee shall be recorded and reported at the next meeting of the Board of Directors. The Finance Committee shall prepare and present (or cause the preparation and presentation) to the Board of Directors for its review and approval, (i) the Corporation's investment portfolio and performance, (ii) budget proposals for the Corporation, (iii) quarterly financial reports and audited annual financial statements of the Corporation, and (iv) such other financial information as may be required from time to time by the Board of Directors. The Finance Committee shall also engage the Corporation's external audit firm. The Treasurer of the Corporation shall serve in an ex-officio capacity on the Finance Committee. Two (2) individuals on the Finance Committee shall constitute a quorum. Individuals on the Finance Committee shall serve at the pleasure of the Chairperson of the Board of Directors.

(b) Loan and Investment Committee.

The Chairperson of the Board of Directors shall appoint the Chairperson and the individuals on the Loan and Investment Committee. Individuals on the Loan and Investment Committee may or may not be Directors; however, at least one (1) individual must not be a Director and have significant experience as a bank loan officer. The Loan and Investment Committee shall review proposed guarantees, investments and loans and approve or disapprove any proposals in accordance with the credit policies established by the Board of Directors. The Loan and Investment Committee shall be comprised of five (5) persons. All actions of the Committee shall be recorded and reported at the next meeting of the Board of Directors. Three (3) individuals on the Loan and Investment Committee shall constitute a quorum. Individuals on the Loan and Investment Committee shall serve at the pleasure of the Chairperson of the Board of Directors.

(c) Nominating Committee.

The Chairperson of the Board of Directors shall appoint the Chairperson and the individuals on the Nominating Committee. Individuals on the Nominating Committee may or may not be Directors. At least ten (10) days prior to each annual meeting of the Board of Directors, the Nominating Committee shall prepare and submit to the Board of Directors a slate of nominees for the annual election of Officers and Directors and the periodic election of the Chairperson. The Nominating Committee shall be comprised of three (3) persons. All actions of the Committee shall be recorded and reported at the annual meeting of the Board of Directors. Two (2) individuals on the Nominating Committee shall constitute a quorum. Individuals on the Nominating Committee shall serve at the pleasure of the Chairperson of the Board of Directors.

5.2 Special Committees.

The Chairperson of the Board of Directors may create additional staff positions and may establish any Special Committees, appoint their Chairperson, and designate their function, size and term. All actions of any Special Committee shall be recorded and reported at the next meeting of the Board of Directors. Fifty percent (50%) of the population of any Special Committee shall constitute a quorum.

5.3 Meeting of Committees.

The Committees shall be subject to the call of their respective Chairperson, and notice shall be given to each person serving on the Committee a reasonable time before the date of holding each meeting.

5.4 Chairperson Ex-Officio on all Committees.

The Chairperson of the Board of Directors of the Corporation shall have ex-officio voting representation on all Committees except the Nominating Committee, on which he or she may serve only in an advisory capacity. The Chairperson shall not vote unless to break a tie vote.

ARTICLE VI

OFFICERS

6.1 Election of Officers.

The Officers of the Corporation shall be a Chairperson, a Vice Chairperson, a Secretary, a Treasurer and a President. The Vice Chairperson, Secretary and Treasurer shall be elected by the Board of Directors at each annual meeting of the Board of Directors, and shall serve until their resignation, removal or until their successors are elected. The Chairperson shall be elected and serve in accordance with §4.6. The President shall serve at the pleasure of the Board of Directors. One individual may occupy more than one office. The duties of all Officers shall be as set forth in these Bylaws or as specifically stated by the Board of Directors from time to time.

6.2 Duties of Officers.

(a) Chairperson.

The Chairperson shall be the chief executive officer of the Corporation. He or she shall appoint all Committees not otherwise provided for, and sign all communications and instruments that may require his or her official signatures. He or she shall prepare and present to the Directors at their annual meeting a report covering the activities of the Board of Directors and the progress of the Corporation for the preceding year. The Chairperson shall preside at all meetings of the Board of Directors.

(b) Vice Chairperson.

The Vice Chairperson shall be a Director and shall have duties and authority as the Board of Directors or the Chairperson may determine. The Vice Chairperson shall assume all duties of the Chairperson should the Chairperson be temporarily unavailable.

(c) Secretary.

The Secretary, or his or her designee, shall keep records in permanent form of (1) any contributions to the Corporation, (2) the Board of Directors and their contact information, and (3) the contents of each meeting of the Board of Directors or the Committees. The Secretary, or his or her designee, shall be responsible for sending out notices of all meetings of the Board of Directors or Committees.

(d) Treasurer.

The Treasurer shall not be a Director and shall have the custody and responsibility for the investment of all funds and assets of the Corporation and shall hold and disburse same in accordance with the instructions of the Board of Directors or the Finance Committee. He or she shall insure that all monies belonging to the Corporation are deposited in such banks as the Board of Directors or Finance Committee shall designate. He or she shall insure that true books of account are kept and shall make such reports as may be required by the Board of Directors or the Finance Committee. Said books shall at all time be open to inspection by any of the Directors or Committees.

(e) President.

The President shall be the chief operating officer of the Corporation. Subject to the authority and directions of the Board of Directors, the President shall have general control of the day-to-day operations and programs of the Corporation. The President shall hire and fire all staff, sign all instruments authorized by the Board of Directors or any duly authorized Committee and have general control of the affairs of the Corporation. The President shall serve in an ex-officio capacity on the Board of Directors. The President shall be appointed by and serves at the pleasure of the Board of Directors of the Corporation.

ARTICLE VII

MISCELLANEOUS PROVISIONS

7.1 Registered Office.

The registered office of the Corporation shall be located at such place in the State of Florida as shall be designated by the Corporation, and the registered agent of the Corporation shall be the person, most recently designated in the records of the Secretary of State of Florida, either by these Articles of Incorporation or by the certified copy of the resolution changing the location and/or the resident agent.

7.2 Corporate Seal.

The corporate seal shall consist of a disc with name of the Corporation, the year "1988" the word "FLORIDA" and the words "CORPORATE SEAL" and ["NON-PROFIT"] EMBOSSED thereon.

7.3 Execution of Corporate Instruments, etc.

The Board of Directors may designate the Officers and agents who shall have authority to execute any instrument on behalf of the Corporation.

7.4 Voting Corporation-Owned Stock.

Unless otherwise ordered by the Board of Directors, the Chairperson, or a person or persons designated by him or her, shall have the full power and authority on behalf of the Corporation to attend and to act and to vote at any meetings of shareholders of any corporation in which the

Corporation may hold shares of stock. The Board of Directors may confer like powers upon any other person or persons with a majority vote.

7.5 Parliamentary Authority.

Robert's Rules of Order Revised shall govern the proceedings of the Corporation, including its Board of Directors and Committees, to the extent applicable and consistent with these Bylaws.

7.6 Annual Budget.

The Corporation shall adopt a calendar fiscal year. The Finance Committee of the Corporation shall, by the beginning of each fiscal year, submit an annual budget for the next ensuing fiscal year and the President shall submit an annual report pertaining to the preceding fiscal year.

ARTICLE VIII

AMENDMENT OF BYLAWS AND ARTICLES

8.1 The Board of Directors shall prepare the Bylaws and the Articles of the Corporation and propose the Bylaws and Articles to the Directors.

8.2 The Bylaws and Articles will be effective upon two-thirds (2/3) vote of the Directors.

8.3 The Bylaws of this Corporation may, in any manner, be repealed, and new Bylaws, not inconsistent with any provision of the Articles, or any provision of law, may be adopted, by two-thirds (2/3) vote of the Directors.

ARTICLE IX

QUALIFICATIONS AS A TAX-EXEMPT ORGANIZATION

9.1 No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its Members, Officers or other private persons, except that the Corporation shall be authorized and empowered to make payments and distributions in furtherance and support of the Corporation.

9.2 The Corporation shall not participate in or intervene in (including the publication or distribution of statements) and campaign on behalf of or in opposition to any candidate for public office.

9.3 Notwithstanding any other provision of these Bylaws and Articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under §501(c)(3) of the Code, as amended, or under any corresponding provisions of any subsequent tax laws.

ARTICLE X

DISSOLUTION OF THE CORPORATION

10.1 Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of liabilities of the Corporation:

- (a) Dispose of all of the assets of the Corporation;
- (b) Dispose of all of the accumulated net earnings of the Corporation, exclusively for the benefit of an organization or organizations that are organized and operated exclusively for the purposes set forth in Article I of these Bylaws and Articles, provided that at the time, if upon distribution, the organizations are an exempt organization under §501(c)(3) or §501(c)(4) of the Code, as amended, or under any corresponding provisions of any subsequent tax laws; and
- (c) Any remaining capital of the Corporation that is not the result of any accumulation of net earnings of the Corporation shall be distributed ratably to its Members in proportion to the Member's cumulative investment in the Corporation.

ARTICLE XI

IDEMNITIES

11.1 Persons Protected.

The Corporation shall indemnify, to the full extent permitted by law, all persons who may serve, or who have served at any time, as directors or officers, and their respective heirs, administrators, successors or assigns.

11.2 Liabilities Protected Against.

Against any and all expenses, including, but not limited to amounts paid upon judgments, counsel fees and amounts paid in settlement (before or after the suit has commenced) actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit or proceeding by reason of having been or being directors or officers; provided that the Corporation shall provide no indemnification in cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties. The indemnification herein described may be entitled under any law, bylaw, agreement, vote of active Director or otherwise. The Board of Directors may adopt a plan authorized by any law of the State of Florida which may be substituted for this section.

ARTICLE XII

DESIGNATION OF RESIDENT AGENT AND OFFICE

12.1 The Corporation shall maintain an office in the State of Florida with a Resident Agent upon whom process can be served.

12.2 The initial Resident Agent of the Corporation and his street address for service of process is:

Mark A. Scovera
Access Florida Finance Corporation
2019 Centre Pointe Blvd. Ste. 101
Tallahassee, FL 32308

I hereby certify that the foregoing is a true and correct copy of the Bylaws and Articles of Incorporation of the ACCESS FLORIDA FINANCE CORPORATION a non-profit Florida Corporation, as in effect at the date hereof. Having been named to accept service of process for the above Corporation, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

SWORN AND SUBSCRIBED this 6 day of April 2007.

By: [Signature]
as its: Incorporator

By: [Signature]
as its: Registered Agent

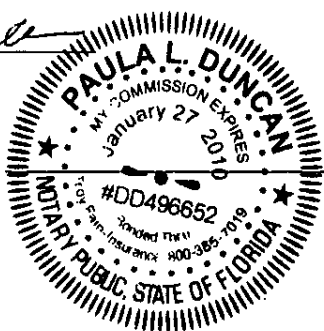
STATE OF FLORIDA

COUNTY OF LEON

The foregoing instrument was acknowledged before me this 6 day of April, 2007 by Mark A. Scovera, Incorporator and Registered Agent of Access Florida Finance Corporation. He is personally known to me or has produced _____ as identification.

[Signature]
Notary Public

My Commission Expires:



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA