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FLORIDA PROFIT/NON PROFIT CORPORATION

The Social Enterprise Fund, Inc.

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ARTICLES OF INCORPORATION
OF
THE SOCIAL ENTERPRISE FUND, INC.
(A FLORIDA NOT-FOR-PROFIT CORPORATION)

ARTICLE I - NAME

The name of the corporation shall be THE SOCIAL ENTERPRISE FUND, INC.

ARTICLE II - ADDRESS

The street address of the principal office and the mailing address of the corporation are 819 Spinnakers Reach, Ponte Vedra Beach, FL 32082.

ARTICLE III - PURPOSE

The purposes of the corporation shall be exclusively charitable in nature, to-wit: To engage exclusively in activities for charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future federal tax code, and within these restrictions, to engage in activities including but not limited to the following:

The purposes for which this corporation is organized are as follows:

- (1) To found, support, establish, conduct, maintain, operate and perpetuate projects, programs and other activities for the use and benefit of deprived or indigent persons in impoverished countries of the Caribbean and Central America and to increase the standard of living for such persons by making investments, and providing for services including education, health care and training to accomplish the creation of sustainable jobs and commerce in a variety of industry sectors including but not limited to agriculture, aquaculture, and animal husbandry; and
- (2) To do any lawful and proper act which may be necessary or expedient for the running, maintaining, operating and conducting of such investment fund.

The corporation shall have such corporate powers as are granted in Chapter 617 of the Florida Statutes, as amended from time to time, together with such other additional powers as shall be reasonably coexistent and appropriate for the full and proper management of the investment fund as herein contemplated.

ARTICLE IV - TYPE OF CORPORATION

The corporation shall be a not-for-profit corporation.

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ARTICLE V – DURATION

The period of duration for the corporation shall be perpetual.

ARTICLE VI – PROHIBITED ACTIVITIES

Notwithstanding any other provisions of these Articles of Incorporation:

- (1) The corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation 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 subsequent federal tax laws (the "Code"), or (ii) by a corporation, contributions to which are deductible under Section 170(c)(1) or (2) of the Code.
- (2) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private person; provided, however, 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 purposes set forth in these Articles.
- (3) The powers of this corporation shall be limited by the purposes of the corporation as set forth in Article III above.

ARTICLE VII – TRUSTEES

- (1) The operation and conduct of all of the business and affairs of this corporation shall be managed by a Board of Trustees, which shall consist of no less than five (5) members.
- (2) The Board of Trustees shall have the power to change the number of trustees, within the limits set forth in Section 1 of this Article, provided that the number of Trustees shall always be an odd number.
- (3) The bylaws of the corporation shall set forth the method and manner of electing and appointing of Trustees.

ARTICLE VIII – REGISTERED OFFICE AND AGENT

The street address of the registered office of the corporation is 2801 SW College Road, Suite 9, Ocala, Florida 34474, and the name of the registered agent of the corporation at that address is David L. MacKay.

ARTICLE IX – MEMBERSHIP

The members of this corporation shall be those persons from time to time constituting its Board of Trustees. The vote and acts of the Trustees shall constitute the vote and acts of the members of this corporation for all purposes in which action by the members, as distinguished from action by the Board of Trustees, is required or permitted by law.

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ARTICLE X – BYLAWS

The bylaws of the corporation shall be adopted by the Board of Trustees. The power to alter, amend or repeal the bylaws shall be vested in the Board of Trustees.

ARTICLE XI – DISSOLUTION

Upon the dissolution or winding up of this corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of the corporation, shall be distributed to another entity having the same or similar purposes as this corporation, as determined by the Board of Trustees; provided, that such organization shall qualify as an exempt organization under Section 501(c)(3) of the Code.

ARTICLE XII – AMENDMENT

These Articles may be amended, altered, changed or repealed by a vote of two-thirds (2/3) of the members of the Board of Directors of this corporation.

ARTICLE XIII – EFFECTIVE DATE

The effective date of the Articles of Incorporation of the corporation set forth herein will be as of the date of filing with the Secretary of State of Florida.

XIV – INCORPORATOR

The name and address of the incorporator is:

George L. MacKay
501 Pawnee Trail
Maitland, Florida 32751

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 12th day of June, 2007.


George L. MacKay, Incorporator

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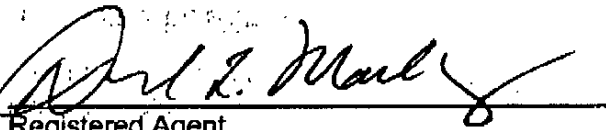
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**ARTICLE XV - Initial Registered
Agent - Designation and Acceptance**

The name of the initial registered agent of this corporation is DAVID L. MacKAY, Esquire, whose address is 2801 Southwest College Road, Unit 9, Ocala, Florida, 34474, who signed these Articles of Incorporation to indicate his/her acceptance and agreement to act in this capacity as contemplated by § 607.164, Florida Statutes.

ACCEPTANCE

I HEREBY ACCEPT the appointment as Registered Agent of and agree to act in that capacity.


Registered Agent

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