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*Amended and Restated
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FLORIDA OPPORTUNITY FUND, INC.**

In accordance with Section 617.1007 of the Florida Statutes and Section 501(c)(3) of the Internal Revenue Code of 1986¹, the articles of incorporation of Florida Opportunity Fund, Inc., a Florida not for profit corporation, are hereby amended and restated (the "Amended and Restated Articles of Incorporation") to read in their entirety as follows:

ARTICLE I. NAME

The name of the corporation is: Florida Opportunity Fund, Inc.

ARTICLE II. ADDRESS

The street address of the initial principal office and the mailing address of the corporation are:

800 N. Magnolia Avenue
Suite 1100
Orlando, FL 32803

ARTICLE III. DURATION AND COMMENCEMENT

The corporation commenced on July 13, 2007 and will exist perpetually.

ARTICLE IV. PURPOSE

Notwithstanding any other provisions of these Articles of Incorporation, the corporation is organized and shall be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, including, without limitation, promoting social welfare by lessening the burdens of government. In furtherance of such purposes, the corporation shall be authorized:

(a) to lessen the burdens of government by increasing the availability of initial capital for emerging companies in the state, including, without limitation, enterprises in life sciences, information technology, advanced manufacturing processes, aviation and aerospace, and homeland security and defense, as well as other strategic technologies that are deemed to benefit the state;

¹ Unless otherwise noted, all references are to the Internal Revenue Code of 1986, as amended, Title 26 of the United States Code, including corresponding provisions of any subsequent federal tax laws and the regulations promulgated thereunder as they now exist or as they may hereafter be amended.

(b) to lessen the burdens of government by providing "seed capital" to, and encouraging private investment in, diversified industries throughout the state of Florida;

(c) to lessen the burdens of government by mobilizing venture equity capital for investment in such a manner as to result in significant potential to create new businesses and jobs in the state of Florida that are based on high growth potential technologies, products or services and that will further diversify the economy of this state; and

(d) to otherwise comply with the legislative intent set forth in Florida Statutes Sections 288.9621 through 288.9624, as currently in effect or hereafter amended.

Further, the corporation may engage in other activities designed or intended to accomplish such purposes. To these ends, the corporation may do and engage in any and all lawful activities that may be incidental or reasonably necessary to any of these purposes, and it shall have and may exercise all other power and authority now or hereafter conferred upon corporations not for profit in the State of Florida, and all those powers as are provided in Florida Statutes Sections 617.0302 and 288.9621 through 288.9624, as currently in effect or hereafter amended, subject however to the requirements of Section 501(c)(3) and to the other limitations provided in these Articles of Incorporation.

ARTICLE V. MEMBERS

The corporation will have one (1) member. The name of the member is Enterprise Florida, Inc., and it is a Florida not-for-profit corporation that has been classified by the Internal Revenue Service as exempt from federal income tax under Section 501(c)(3). A designation of the qualifications and rights of the member, and provisions for successor members, shall be set forth in the bylaws.

ARTICLE VI. DIRECTORS

The method of election of the directors shall be as stated in the bylaws of the corporation and shall be consistent with Florida Statutes Section 288.9624.

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The corporation designates 800 N. Magnolia Avenue, Suite 1100, Orlando, FL 32803 as the street address of the initial registered office of the corporation and names Pamela Murphy the corporation's initial registered agent at that address to accept service of process within this state. The said registered agent has previously filed a signed statement accepting that appointment.

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator are:

<u>Name</u>	<u>Address</u>
Jonathan D. Rich	200 South Orange Avenue, Suite 2600 Orlando, Florida 32801

ARTICLE IX. CHARITABLE LIMITATIONS

This corporation shall not engage in any activities prohibited by Section 617.0835 of the Florida Statutes, or by Section 501(c)(3) of the Internal Revenue Code.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, the directors, officers or members of the corporation, or to any other private persons, except that the corporation shall be authorized and empowered (i) to pay reasonable compensation for personal services rendered to the corporation, so long as the services are reasonable and necessary to carrying out the charitable purposes of the corporation, and to reimburse expenses or advances made for the corporation that are reasonable in character and amount and (ii) to make payments and distributions to persons who are qualified to receive same in furtherance of the corporation's charitable purposes as set forth herein. All of the net earnings and assets of the corporation shall be expended for the purposes stated in Section 501(c)(3) of the Internal Revenue Code.

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 against any candidate for public office.

In the event that, and for so long as, the Corporation is characterized as a private foundation within the meaning of Section 509(a) of the Internal Revenue Code, the Corporation:

Shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942;

Shall not engage in any act of self-dealing as defined in Section 4941(d);

Shall not retain any excess business holdings as defined in Section 4943(c);

Shall not make any investments in such manner as to subject it to tax under Section 4944; and

Shall not make any taxable expenditures as defined in Section 4945(d).

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3).

ARTICLE X. DISSOLUTION

In the event of the dissolution of the corporation pursuant to Florida Statutes, the board of directors of the corporation shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation by transferring such assets to the State of Florida or such organizations which are exempt under Section 501(c)(3) as are engaged in activities of the type described in Article IV above, as the sole member and the board of directors of the corporation shall determine. Any such assets not so disposed of shall be

disposed of by the Circuit Court 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 are organized and operated exclusively for such purposes.

ARTICLE XI. EFFECTIVE DATE

The effective date of the Amended and Restated Articles of Incorporation shall be January 10th, 2008.

[Signature Page Follows]

The sole member of the corporation approved the foregoing Amended and Restated Articles of Incorporation by written consent dated December 5, 2007.

FLORIDA OPPORTUNITY FUND, INC.

By: 

Name: Louis Laubscher

Title: President and Secretary

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**CERTIFICATE TO AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FLORIDA OPPORTUNITY FUND, INC.**

The undersigned, Louis Laubscher, President of Florida Opportunity Fund, Inc., a Florida not for profit corporation (the "Corporation"), does hereby certify as follows:

1. The amendment and restatement of the Corporation's articles of incorporation as attached hereto may be accomplished by action of the sole member.

2. The sole member did adopt and approve by action of its president dated December 5, 2007 the amendment and restatement of the Corporation's articles of incorporation as attached hereto in accordance with Sections 617.1002, 617.1006 and 617.1007 of the Florida Statutes, the number of votes cast for the amendment by the sole member being sufficient for such approval.

3. The undersigned officer of the Corporation has been duly authorized to submit these Amended and Restated Articles of Incorporation of the Corporation to the Florida Department of State for filing in accordance with Section 617.1007, Florida Statutes.

FLORIDA OPPORTUNITY FUND, INC.

By: 

Name: Louis Laubscher, President