

**N070000047170**

Florida Department of State  
Division of Corporations  
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
FLORIDA OPPORTUNITY FUND, INC.**

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**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 1986 as amended (the "Code"), the articles of incorporation of Florida Opportunity Fund, Inc., a Florida not for profit corporation, are 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 principal office and the mailing address of the corporation are:

800 N. Magnolia Avenue  
Suite 1100  
Orlando, FL 32803

ARTICLE III. REGISTERED AGENT

The name and street address of the registered agent are:

Lorna Dusti  
800 N. Magnolia Avenue  
Suite 1100  
Orlando, FL 32803

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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 Code, 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 seed capital and early stage venture equity capital for emerging companies in Florida, including, without limitation, businesses in life sciences, information technology, advanced manufacturing processes, aviation and aerospace, homeland security and defense, as well as other industries of strategic importance to Florida;

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

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(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 Florida; 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 shall have no members.

#### 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. 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 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 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.

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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 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 VIII. DISSOLUTION

Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to the Florida Department of Commerce (the "Department") or, at the election of the Department: (i) to the State of Florida or 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 Code or corresponding provisions of any subsequent federal tax laws, (ii) for one or more exempt purposes within the meaning of section 501(c)(3) of the Code or corresponding provisions of any subsequent federal tax laws, or (iii) to the federal government, or a state or local government other than Florida, for a public purpose. Any funds and property held by the corporation shall revert to the Department should the corporation fail to maintain its tax-exempt status.

#### ARTICLE IX. AMENDMENTS

Either the Department or the board of directors of the corporation, with the express written consent of the Department, may amend the Articles of Incorporation.

#### ARTICLE X. APPROVAL, EFFECTIVE DATE, AND CONSENT

The board of directors of the corporation approved these amended and restated Articles of Incorporation in its meeting of the board of directors dated December 12, 2023, and the Department has provided its written consent to these amended and restated Articles of Incorporation pursuant to section 288.9624, Florida Statutes, by executing them below. The effective date of these amended and restated Articles of Incorporation is January 8, 2024.

*[Signature page follows]*


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**WRITTEN CONSENT OF FLORIDA  
DEPARTMENT OF COMMERCE TO AMENDED  
AND RESTATED ARTICLES OF  
INCORPORATION OF FLORIDA OPPORTUNITY  
FUND, INC.**

By:   
Name: J. Alex Kelly, Secretary of Commerce

Date: January 8, 2024