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08 MAY -9 PM 12:34  
OFFICE OF THE  
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TALLAHASSEE, FLORIDA

FILED  
2009 MAY 22 A 9:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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5/8/08

Requestor's Name  
Address  
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VALIDATION ONLY

CORPORATION(S) NAME

Enterprise Community Loan Fund, Inc

2008 MAY 22 A 9:25  
TAMPA  
SECRETARY OF STATE  
TAMPA, FLORIDA



Empire Toll Free: 1-800-432-3028

- ( ) Profit  
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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

May 12, 2008

EMPIRE

SUBJECT: ENTERPRISE COMMUNITY LOAN FUND, INC.  
Ref. Number: W08000023619

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08 MAY 22 AM 11:52  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
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We have received your document for ENTERPRISE COMMUNITY LOAN FUND, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6933.

Dale White  
Regulatory Specialist II  
New Filing Section

Letter Number: 408A00030139

**Articles of Incorporation of**  
**Enterprise Loan Fund Inc.**  
**(A Florida corporation not for profit)**

**FILED**  
2009 MAY 22 A 9:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation pursuant to chapter 617, Florida Statutes, adopts the following Articles of Incorporation for such corporation:

**Article I**

**Name and Location of Principal Office**

The name of the corporation is **Enterprise Loan Fund Inc.** a Florida corporation not for profit. Its initial office shall be at c/o Wolff J. Charles, 220 Evergreen Drive, Lake Park, Florida 33403.

**Article II**

**Term**

The corporation shall exist perpetually until dissolved by due process of law.

**Article III**

**Incorporator**

The name and address of the Incorporator of the corporation is Wolff J. Charles 220 Evergreen Drive, Lake Park, FL 33403.

**Article IV**

### Powers

The corporation shall possess, and may exercise, all of the powers and privileges conferred on a corporation not for profit under the laws of the State of Florida, together with all powers necessary or convenient to the conduct, promotion, or attainment of the activities or purposes of the corporation, limited only by the restrictions set forth in these Articles of Incorporation or by the By-laws of the corporation.

### Article V

#### General Purposes

The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law, primarily to carry out in the State of Florida the following purposes:

- 1- To provide small businesses located in Florida with financing for working capital and acquisition and development loans to be used to revitalize local communities.
- 2- To accelerate redevelopment in distressed areas where access to capital markets is limited for small businesses by offering flexibility that is not feasible through traditional financing.

- 3- To provide credit to low and moderate income small business entrepreneurs in the lagging regions of Florida in order to promote the development of the economic basis of these lagging regions and prevent further deterioration of the regions resulting from cash out flow from the regions.
- 4- To create alternative models of financing for community economic development which encourages investment by local community organizations, governmental entities, financial institutions, religious organizations, foundations, and corporations through (a) direct lending to community based prototyped development projects; (b) loan referral, packing, and management assistance to potential borrowers; and (c) technical assistance to potential borrowers from the corporation, community-based not-for-profit corporative organizations, and minority and small businesses in developing their own management capabilities.
- 5- To conduct conferences, seminars lectures, educational sessions and other public discussions and programs on issue relating to community reinvestment, socially responsible investment, and related topics of social concern.
- 6- To relieve poverty, eliminate prejudice, lessen neighborhood tensions, and combat community

deterioration by financing, by means of loans guarantees, and other forms of debt or equity, small businesses, cooperatives, and not-for-profit corporations which are owned or managed, or that the primarily train or employ, minorities, women, or persons with low and moderate income.

- 7- To stimulate the creation and retention of good/decent paying jobs particularly for individuals of low and moderate income.
- 8- To retain existing businesses
- 9- To attract businesses to the area, which will contribute to its economic diversity, create job opportunities, and have a good chance of success without creating significant negative impacts on competition or the environment.
- 10- To stimulate the formation of new businesses so as to create entrepreneurial career opportunities and to fill the voids in retail and service businesses. This program is especially important to start-up companies that require assistance.
- 11- To supplement existing economic development financing program.
- 12- To provide an alternative source of funds with a geographic focus.

- 13- To assist both micro businesses and substantially larger ones.
- 14- To facilitate interaction of communities with common economic interests.
- 15- To stimulate the regional local economy.

#### Article VI

##### Activities Not Permitted

Notwithstanding any other provision of these articles, the corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law or (b) a corporation, contribution to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1986 or any other corresponding provision of any future United States Internal Revenue Law.

#### Article VII

##### Dedication and Distribution of Assets

No Part of the net earnings of the corporation shall inure to the benefit of any member, Director, or Officer of the corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes) and no member, Director or Officer of the corporation or any private individual



shall be entitled to share the distribution of any of the corporate assts upon dissolution of the corporation.

In the event of dissolution, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in the section 501 (c) (3) and 170 (c) (2) of the Internal Revenue Code of 1984 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or local government for exclusive public purposes.

#### Article VIII

##### Management of Corporate Affaires

- (a) Board of Directors. The powers of the corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The corporation shall have three (3) Director (s) initially. The Number of Directors of the corporation may be increased in the manner provided in the By-laws of the corporation but shall never be less than three (3) The method of selection of Directors is stated in the By-laws of this corporation.

The Directors named in these Articles as the first Board of Directors shall hold office until the first annual meeting of the corporation at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all time thereafter, shall serve for a term of one (1) year or until their successors are elected and have qualified as provided in the By-laws of the corporation then in existence, or until their resignation or removal. Annual meetings shall be held at the principal office of the corporation, or at such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation and By-laws of the corporation authorize the Directors to so act. Such statement shall be prima facie evidence of such authority.

The names and addresses of such first members of the Board of Directors are as follows:

NAME

ADDRESS

Henderson Bovell

3536 Chesapeake Circle  
Boynton Beach, Florida 33436

Amelia I. Rose

1011 Green Pine Blvd. #F2

West Palm Beach, Florida 33409

Lemoine St. Hilaire      4221 N W 64<sup>th</sup> Drive  
Coconut Creek, Florida 33073

Debra Marcelle-Coney      5832 Corson Place  
Lake Worth, Florida 33463

Topazs W. Wallace      5163 Elpine Way  
Palm Beach Gardens, Florida

33418

(b) Corporate Officers. The Board of Directors shall elect the following Officers: President, Vice President, Treasurer, and Secretary and such other Officers shall be elected at the first annual meeting of the Board of Directors.

**Article IX**  
**Indemnification**

Every person who now is or hereafter shall be Director or Officer of the corporation shall be indemnified by the corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from, any action, suit, or proceedings of whatever nature, to which he is or shall be made a party by reason of his being or having been a Director or Officer of the corporation (whether or not he is a Director or Officer of the corporation at the time he is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon

him) to the extent and as specifically provided in the By-Laws of the corporation.

#### Article X

##### Membership

The corporation shall have no members.

#### Article XI

##### By-laws

The Board of Directors of the corporation may provide such By-laws for the conduct of the business of the corporation and the carrying out of its purposes as such Directors may deem necessary from time to time. The By-laws may be amended in the manner set forth in the By-laws.

#### Article XII

##### Amendments to Articles of Incorporation

An amendment to these Articles of Incorporation may be adopted only after receiving an affirmative vote of the majority of the Board of Directors.

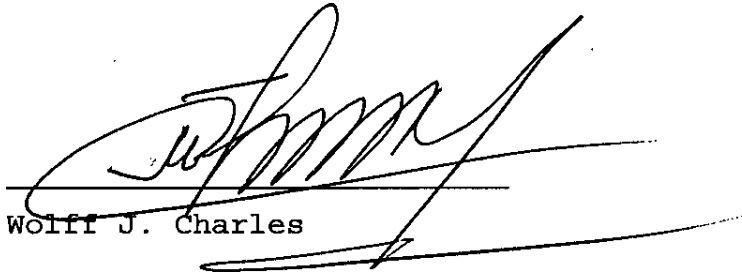
#### Article XIII

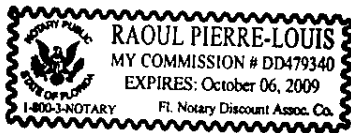
##### Initial Registered Office and Agent


The name and address of the initial registered agent of the corporation is Wolff J. Charles, 220 Evergreen Drive, Lake Park, Florida 33403

IN WITNESS WHEREOF, the undersigned have made, subscribed and acknowledged these Articles of Incorporation on this 6<sup>th</sup> day

of May, 2008, for the purpose of forming the corporation not-for-profit under the laws of the State of Florida.

  
Wolff J. Charles



  
NOTARY PUBLIC: RAOUL PIERRE-LOUIS  
COMMISSION #: DD479340  
EXPIRES: OCTOBER 06, 2009

FILED  
2008 MAY 22 A 9:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT / REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent and office in the State of Florida.

1. The name of the corporation is: **Enterprise Loan Fund Inc.**
2. The name and address of the registered agent and office in the State of Florida is:

**Wolff J. Charles, 220 Evergreen Drive, Lake Park, FL 33403**

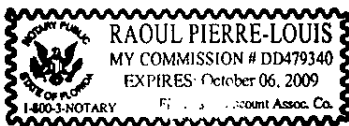
HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature: \_\_\_\_\_

Wolff J. Charles  
Registered Agent

Date: \_\_\_\_\_

*May 6, 2008*



*Full J.*  
NOTARY PUBLIC: *RAOUL PIERRE-LOUIS*  
COMMISSION #: *DD479340*  
EXPIRES: *OCTOBER 6, 2009*

FILED  
MAY 22 A  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA