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Account Number : I20000000141
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT/NON PROFIT CORPORATION

Change Microfund, Inc.

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**ARTICLES OF INCORPORATION
OF
CHANGE MICROFUND, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE 1. NAME AND STREET ADDRESS

The name of the corporation is **Change MicroFund, Inc.** (the "Corporation"). The street and mailing address of its initial principal office is:

605 East Robinson Street, Suite 640, Orlando, Florida 32801-2040

ARTICLE 2. DURATION; NO MEMBERS

The period of its duration is perpetual. The corporation shall have no members.

ARTICLE 3. PURPOSES

The Corporation is organized and shall operate exclusively for educational, charitable, religious, scientific and/or literary purposes, including without limitation, creating and managing one or more revolving loan funds that are wholly used to create income-producing enterprises, projects and businesses in developing countries, which are owned or to be owned by local individuals, or for the benefit of unemployed or underemployed local individuals so that such individuals can support themselves, their families and community, and their churches. The Corporation shall be operated as a non-denominational organization. The activities and functions of the Corporation are as follows:

To conduct and coordinate (in the United States and the developing countries) instructional courses and seminars on the fundamental principles of establishing businesses, producing products, marketing, accounting and bookkeeping and fiscal responsibility. Such instruction will be within the context of aiding local individuals in establishing and operating their own private businesses, projects and enterprises.

To establish one or more revolving funds from which small sums (\$100.00 to \$5,000.00) shall be loaned to individuals in developing countries to assist them in starting small enterprises, projects or businesses (intended to employ 1 to 10 people). Such loans (and the amounts thereof) may be made with or without interest, as determined by policies established by the Board of Directors of the Corporation or on a case by case basis by the Board of Directors of the Corporation or by persons designated by such Board of Directors to establish such policies and/or make such case by case decisions.

All loans made and repayments thereof, with or without interest, are intended to primarily instill and/or facilitate an understanding of good business practices, and are not intended as a revenue producing mechanism for the Corporation. All interest paid will be added to the revolving loan fund(s).

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ARTICLE 4. PROHIBITED ACTIVITY

ARTICLE 5. BYLAWS

ARTICLE 6. DISTRIBUTIONS UPON DISSOLUTION

ARTICLE 7. REGISTERED AGENT

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ARTICLE 8. DIRECTORS

Alexandra Bucher 605 E. Robinson St., Suite 640, Orlando FL 32801-2040
Parker F. Humbert 605 E. Robinson St., Suite 640, Orlando FL 32801-2040
John E. Ledford 605 E. Robinson St., Suite 640, Orlando FL 32801-2040

ARTICLE 10. INDEMNIFICATION

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The Board of Directors of the Corporation shall have the right to designate the counsel who shall defend any person or entity that may be entitled to indemnification, to approve any settlement, and to approve in advance any expense.

Reasonable expenses incurred by a director or officer, who is involved in any capacity in a proceeding by reason of the position held in the Corporation, shall be advanced by the Corporation to the full extent allowed by applicable law, as presently in effect and as hereafter amended. Reasonable expenses incurred by an employee or agent who is involved in any capacity in a proceeding by reason of the position held by such person or entity in the Corporation may be, but is not required to be, advanced by the Corporation prior to the final disposition of such proceeding to the full extent allowed by applicable law, as presently in effect and as hereafter amended. Expenses shall not be advanced to any director, officer, employee or agent unless that person first promises in a writing delivered to the Corporation to repay all amounts advanced by the Corporation in the event that it is later determined that such person is not entitled to be so indemnified.

The Corporation may purchase and maintain insurance on behalf of any person who is a director, officer, employee, or agent of the Corporation or is serving at the request or consent of the Corporation as an officer, employee, or agent of another corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan against any liability incurred by such person because of such person's status, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article. In addition, the Corporation may enter into contracts with any director or officer of the Corporation in furtherance of the provisions of this Article and may create a trust fund, grant a security interest, or use other means (including without limitation a letter of credit) to ensure the payment of such amounts as may be necessary or desirable to effect the indemnification and advances contemplated in this Article.

The right to indemnification conferred by this Article shall be interpreted to conform with, and shall not create any right that is inconsistent with, applicable law, as presently in effect and as hereafter amended. To the full extent allowed by applicable law (as presently in effect and as hereafter amended), the right to indemnification conferred by this Article shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of such a person. The rights conferred in this Article shall not be exclusive of any other rights which any person may have or acquire under any applicable law (as presently in effect and as hereafter amended), these Articles, the bylaws of the Corporation, a vote of the Board of Directors of the Corporation, or otherwise.

If the Florida Not for Profit Corporation Act provisions are amended to expand or increase the power of the Corporation to indemnify, to pay expenses in advance of final disposition, to enter into contracts, or to expand or increase any similar or related power, then, without any further requirement of action by the directors of this Corporation, the powers described in this Article shall be expanded and increased to the fullest extent permitted by law.

Notwithstanding any other provision of this Article, no indemnification shall be provided to any person if in the opinion of counsel payment of such indemnification would cause the Corporation to lose its tax-exempt status, if any, from federal income taxation.

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No amendment to or repeal of this Article shall adversely affect any right of protection of any director, officer, employee or agent for events occurring after the date of the adoption of this Article and prior to such amendment or repeal.

ARTICLE 11. GENERAL PROVISIONS

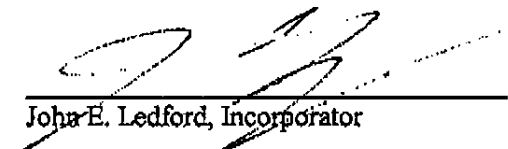
11.1 Amendment. The Corporation reserves the right to amend, alter, change or repeal any provision contained in its Articles in any manner now or hereafter prescribed by statute. All rights of the directors and officers of the Corporation are granted subject to this reservation.

11.2 Savings Clause; Governing Law. These Articles shall be governed by the laws of the State of Florida. Any provision prohibited by law or unenforceable shall not affect the remaining provisions of these Articles. However, in any conflict with Section 501(c)(3), 509(a)(1) or (2) of the Code and the Regulations thereunder, those Code Sections and Regulations shall govern.

ARTICLE 12. INCORPORATOR

The incorporator is John E. Ledford, whose address is 605 East Robinson Street, Suite 640 Orlando, Florida 32801-2040.

IN WITNESS WHEREOF, I the undersigned subscribing incorporator have hereunto set my hand and seal, this 21st day of December 2008, for the purposes of forming this not for profit Corporation under the laws of the State of Florida.


John E. Ledford, Incorporator

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

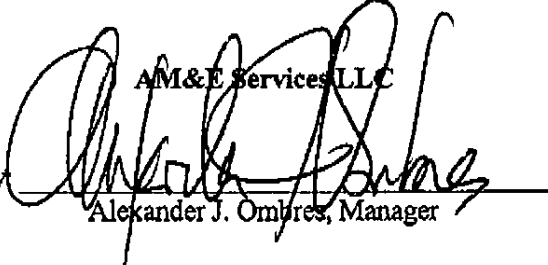
PURSUANT TO THE PROVISIONS OF SECTION 617.0202, FLORIDA STATUTES, THE UNDERSIGNED NOT FOR PROFIT CORPORATION SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

The name of the not for profit corporation is **CHANGE MICROFUND, INC.**

The name and the Florida street address of the registered agent are:

**AM&E Services LLC
605 East Robinson Street, Suite 730
Orlando, Florida 32801**

Having been named as registered agent and to accept service of process for the above stated not for profit 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.

By 
AM&E Services LLC
Alexander J. Ombres, Manager

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