

N 26352

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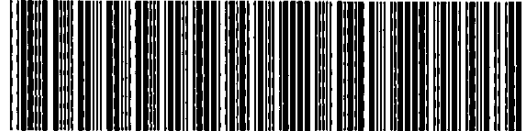
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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06 AUG -3 AM 11:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. Coullette AUG 03 2006

FILED

06 AUG - 3 AM 11:40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Amendment
to
Articles of Incorporation
of

Florida Black Business Support Corporation
(Name of corporation as currently filed with the Florida Dept. of State)

N 26352

(Document number of corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this **Florida Not For Profit Corporation** adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

n/a

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

see attached

for Amended + Restated Articles of Incorporation
that completely revise Articles of Incorporated
~~2000~~ Filed 9-12-2000.

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Florida Black Business Support Corporation

DOCUMENT NUMBER: N 26352

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Mark A Scovera
(Name of Contact Person)

Florida Black Business Support Corporation
(Firm/ Company)

2019 Centre Pointe Blvd Ste 101
(Address)

Tallahassee FL 32308
(City/ State and Zip Code)

For further information concerning this matter, please call:

Mark A Scovera at (850) 878-0775
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- ☐ \$35 Filing Fee ☐ \$43.75 Filing Fee & Certificate of Status ☐ \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) ☒ \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed)

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

THE FLORIDA BLACK BUSINESS SUPPORT CORPORATION
AMENDED AND RESTATED ARTICLES OF INCORPORATION

ARTICLE I

NAME AND PURPOSE

1.1 Name.

The name of this Corporation is THE FLORIDA BLACK BUSINESS SUPPORT CORPORATION (hereinafter, the "Corporation").

1.2 Purposes.

The Corporation is a non-profit Florida corporation under Chapter 617 of the Florida Statutes. Its chief purposes are for community development, investment, charitable and educational in nature, including but not limited to the following:

(a) To promote and obtain contributions and investments by Black Business Investment Corporations (each, a "BBIC"; collectively, the "BBICs"), financial institutions, foundations and other persons and entities to fund activities which encourage the development of black business enterprises in Florida;

(b) To foster interaction among groups and individuals interested in black business financing and development;

(c) To foster opportunities for black-owned and operated businesses and to develop job opportunities for black job-seekers; and

(d) To assist in the establishment of training and educational programs which will assist individuals and businesses who desire to invest in, or otherwise assist, black business enterprises in Florida; including, but not limited to, meetings, seminars, conferences, publications, preparing business plans, setting up marketing, management, and accounting systems, maximizing productivity, providing services and group insurance, and raising capital and loan funds for business development.

(e) To operate as the statewide entity providing programs and services in Florida communities not served by regional BBICs, and to supplement the regional programs and services of the regional BBICs.

(f) To serve as the clearinghouse for the Preferred Lender Finance Program and promote special programs such as Front Porch Florida.

ARTICLE II
MEMBERSHIP

2.1 Members.

The sole voting member of the Corporation shall be the Florida Black Business Investment Board ("Sole Member"). The Corporation shall issue a certificate of membership in the Corporation evidencing the Sole Member's membership interest.

2.2 Associate Members.

The Sole Member may create an associate membership program for any person who supports the purposes of the Corporation. As determined by the Sole Member, an associate member may have all the privileges, except voting, of a member.

ARTICLE III
MEETINGS OF THE CORPORATION

3.1 Annual Meeting of the Corporation.

An annual meeting of the Corporation shall be held each year, at such date, hour and place as shall be ordered by the Board of Directors for the purpose of receiving annual reports and for the transaction of such other business as may come properly before the meeting.

3.2 Special Meetings of the Corporation.

Special meetings of the Corporation shall be called by the Secretary upon receipt of written request therefore, setting forth the date and purposes of such proposed meeting, signed by an Officer acting pursuant to a resolution of the Board of Directors or signed by members holding not less than fifteen per cent (15%) of the aggregate voting interest of the Corporation.

3.3 Notice of Meetings of Corporation.

Written notice of the time and place of any regular meeting of the Corporation shall be mailed to all members not less than ten (10) days prior to the date of the meeting. Written notice of the time and place of any special meeting of the Corporation shall be mailed to all members not less than five (5) days prior to the date of the meeting.

3.4 Quorum.

Fifty per-cent (50%) in voting interest of the members of the Corporation, present in person or by written proxy, shall constitute a quorum at any called meeting of members for the transaction of business. At any duly called meeting of members, whether or not a quorum is present, a majority in voting interest of the voting members present, in person or by written proxy, may adjourn the meeting from time to time, without notice another than announcement at the meeting.

3.5 Order of Business.

The order of business at annual meetings of the Corporation shall be as follows:

- (a) Determination of quorum;

- (b) Approval of the minutes of prior meeting;
- (c) Report of the Officers;
- (d) Report of the Committee;
- (e) Unfinished business;
- (f) New business; and
- (g) Adjournment.

ARTICLE IV INTERIM BOARD OF DIRECTORS

4.1 Interim Members of Board of Directors.

Effective as of May 9, 2006, there shall be an Interim Board of Directors of the Corporation, which shall be appointed by its sole Member for a term not to exceed one year (the "Interim Period"). The Interim Period may be extended by the Sole Member of the Corporation.

4.2 Powers and Duties of Interim Board of Directors.

The Interim Board of Directors shall formulate and determine general policies as shall be deemed necessary for the administration and development of the Corporation during the Interim Period. The Directors shall in all cases act as Board regularly convened by majority vote of those present without proxies, and they may adopt such rules and regulations for the conduct of their meetings and the management of the Corporation as they deem proper, not inconsistent with these Bylaws and the laws of the state of Florida. The Interim Board of Directors shall have the authority to appoint and remove and replace the Officers of the Corporation by majority vote.

Prior to the expiration of the Interim Period, the Interim Board shall:

1. recommend a new name for the Support Corporation to better reflect its mission.
2. nominate and recommend five individuals as the Corporation's board of directors whose terms will be staggered, and who may be installed as soon as they are approved by the Corporation's Sole Member.
3. recommend a process for the appointment or election of a successor board of directors for approval by the Sole Member.
4. recommend amended bylaws to be considered and approved by the sole Member prior to the installation of the successor board of directors.
5. recommend amendments to the 2000 Restated Investment Agreement between the sole Member and the Corporation, to be considered prior to the installation of the successor board of directors.

4.3 Removal of Interim Directors.

Any Interim Director may be removed at any time, either with or without cause, by a majority vote of the Corporation's sole Member at any duly called meeting of the sole Member's board at which a quorum is present.

4.4 Filling of Vacancies.

Except as otherwise provided herein, vacancies on the Interim Board of Directors shall be filled by the affirmative vote of a majority of the Corporation's sole Member, and each person so elected shall be a Director until his/her successor is duly elected at the end of the Interim Period, or until his/ her earlier resignation or removal.

4.5 Annual and Regular Meetings of the Interim Board.

The annual meeting of the Interim Board of Directors shall be held immediately following the annual meeting of the members of the Corporation. No fewer than four (4) regular meetings of the Interim Board of Directors shall be held each year at such times and places as a majority of the Directors shall determine. Any business may be transacted at the annual meeting and at any regular meeting of the Interim Board of Directors, and written notice of such meetings shall be given at least ten (10) days in advance. The Chairperson of the Interim Board shall preside at the annual and regular meeting of the Interim Board of Directors.

4.6 Special Meetings of the Interim Board.

Special meetings of the Interim Board of Directors shall be held whenever called by the Chairperson or by two (2) or more members of the Interim Board. Notice of the time, place and purpose of a special meeting shall be mailed to each Director at his or her residence or usual place of business, at least three (3) days before, or personally delivered, telephoned, or telegraphed at least one (1) day before, the day on which the meeting is to be held. Business transacted at a special meeting need not be confined to the purposes set forth in the notice of the meeting unless the notice specifically states that it will be thus confined. Special meetings may be held within or without the State of Florida.

4.7 Quorum.

Two-thirds of the members of the Interim Board shall constitute a quorum for the transaction of business at the meetings of the Interim Board of Directors.

4.8 Participation in Meeting by Conference Telephone.

Any director who is unable personally to attend any meeting of the Interim Board of Directors or the Executive Committee, if he is a member thereof, may participate in such meetings, be counted for the purpose of determining a quorum and exercise all rights and privileges to which he might be entitled were he personally in attendance, including the right to vote, by means of conference telephone or other similar communications equipment by means of which all persons in the meeting can hear each other.

4.9 Conduct of Meetings.

The order of business at regular meetings of the Interim Board of Directors, supplemented and modified, however, by the Chairperson of the meeting, shall be as follows:

- (a) Determine of quorum;
- (b) Approval of the minutes of last meeting;
- (c) Officers' reports;
- (d) Report of Committees;
- (e) Unfinished business;
- (f) New business; and
- (g) Adjournment.

4.10 Voting.

At all meeting of the Directors, each Director of the Corporation shall be entitled to one vote on each proposal presented at the meeting. Votes must be cast in person with no proxies.

ARTICLE V
COMMITTEES

5.1 Standing Committees.

(a) Finance Committee.

The Interim Board of Directors shall appoint the Chairperson of the Finance Committee for the Interim Period. The Finance Committee shall oversee the financial affairs of the Corporation. The Finance Committee shall be comprised of three (3) persons selected by the Interim Board. All actions of the Committee shall be recorded and reported to the next meeting of the Interim Board of Directors. The Finance Committee shall prepare and present (or cause the preparation and presentation) to the Interim Board of Directors for its review and approval, (i) budget proposals for the Corporation, (ii) quarterly financial reports and audited annual financial statements of the Corporation, and (iii) such other financial information as may be required from time to time by the Interim Board of Directors. The Treasurer shall serve as an ex officio member of the Finance committee. Two (2) members of the Finance Committee shall constitute a quorum.

(b) Education Committee.

The Interim Board of Directors shall appoint the Chairperson of the Education Committee. The Education Committee shall consist of three (3) persons selected by the Interim Board. Two (2) members of the Education Committee shall constitute a quorum.

(c) Loan Committee

The Interim Board of Directors shall establish a Loan Committee which shall review loan applications and make recommendations on loan applications. The membership of the Loan Committee shall be determined by the Interim Board of Directors.

5.2 Special Committees.

The Interim Board of Directors may create additional staff positions and may establish any Special Committees, appoint their Chairperson, and designate their function and term.

5.3 Meeting of Committees.

The Committee shall be subject to the call of their respective Chairperson, and notice shall be given to each Committee member a reasonable time before the date of holding each meeting.

ARTICLE VI
OFFICERS

6.1 Election of Interim Officers.

The interim officers of the Corporation shall be a Chairperson, one or more Vice Chairpersons, a Secretary, and a Treasurer. All officers shall be elected by the Interim Board of Directors at the first meeting of the newly installed Interim Board of Directors, and shall serve until their removal or until their successors are elected. One individual may occupy more than one office. The duties of all Officers shall be as set forth in these Bylaws or as specifically stated by the Interim Board from time to time.

6.2 Duties of Officers.

(a) Chairperson.

The Chairperson shall be the chief executive officer of the Corporation. He or she shall appoint all committees not otherwise provided for, and sign all communications and instruments that may require his or her official signatures. He or she shall prepare and present to the Members of the Corporation at their annual meeting a report covering the activities of the Interim Board and the progress of the Corporation for the preceding year. The Chairperson shall preside at all meetings of the Interim Board of Directors.

(b) Secretary.

The Secretary shall keep records in permanent form of (1) the members, their contributions, and their addresses, (2) the Interim Board of Directors and their addresses, and (3) the contents of each meeting of the membership or Interim Board of Directors. The Secretary shall be responsible for sending out notices of all meetings of the membership and of the Interim Board.

(c) Treasurer.

The Treasurer shall have the custody and responsibility for the investment of all funds and assets of the Corporation and shall hold and disburse same in accordance with the instructions of the

Interim Board. He or she shall insure that all monies belonging to the Corporation are deposited in such banks as the Interim Board shall designate. He or she shall insure that true books of account are kept and shall make such reports as may be required by the Interim Board or the Chairperson. Said books shall at all time be open to inspection by any of the Directors or Members.

(d) President.

The President shall be the chief operating officer of the Corporation, and shall be an ex-officio non-voting member of the Board of Directors. Subject to the authority and directions of the Interim Board of Directors, the President shall have general control of the day-to-day operations and programs of the Corporation.

ARTICLE VII
MISCELLANEOUS PROVISIONS

7.1 Registered Office.

The registered office of the Corporation shall be located at such place in the State of Florida as shall be designated by the Corporation, and the registered agent of the Corporation shall be the person, most recently designated in the records of the Secretary of State of Florida, either by the Articles of Incorporation or by the certified copy of the resolution changing the location and/or the resident agent.

7.2 Corporate Seal.

The corporate seal shall consist of a disc with name of the Corporation, the year "1988" the word "FLORIDA" and the words "CORPORATE SEAL" and ["NON-PROFIT"] EMBOSSED thereon.

7.3 Execution of Corporate Instruments, etc.

The Interim Board of Directors may designate the Officers and agents who shall have authority to execute any instrument on behalf of the Corporation

7.4 Voting Corporation-Owned Stock.

Unless otherwise ordered by the Interim Board of Directors, the Chairperson, or a person or persons designated by him or her, shall have the full power and authority on behalf of the Corporation to attend and to act and to vote at any meetings of shareholders of any corporation in which the Corporation may hold shares of stock. The Interim Board of Directors may confer like powers upon any other person or persons.

7.5 Parliamentary Authority.

Robert's Rules of Order Revised shall govern the proceedings of the Corporation, including its Interim Board and Committees, to the extent applicable and consistent with these Bylaws.

7.6 Annual Budget.

The Corporation shall adopt a calendar fiscal year. The President of the Corporation shall, by the beginning of each fiscal year, submit an annual budget for the next ensuing fiscal year and an annual report pertaining to the preceding fiscal year.

ARTICLE VIII
AMENDMENT OF BYLAWS

8.1 The Bylaws of this Corporation may, in any manner, be repealed, and new Bylaws, not inconsistent with any provision of the Articles, or any provision of law, may be adopted, by the Sole Member of the Corporation.

The date of adoption of the amendment(s) was: 8-2-06

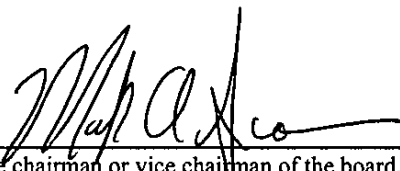
Effective date if applicable: 8-2-06
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

☒ The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.

☐ There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signature


(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

Mark A Scovera
(Typed or printed name of person signing)

Interim President
(Title of person signing)

FILING FEE: \$35