

N97000002875

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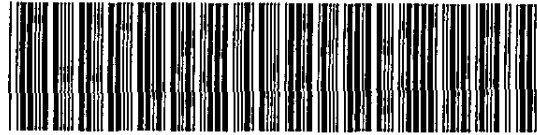
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**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: First Coast Micro Loan, Inc.

DOCUMENT NUMBER: N97000002875

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

Please return all correspondence concerning this matter to the following:

Cleve Warren  
(Name of Contact Person)

Jacksonville Economic Deveelopment Company  
(Firm/ Company)

1300 Riverplace Blvd, Suite 105  
(Address)

Jacksonville, FL 32207  
(City/ State/ and Zip Code)

For further information concerning this matter, please call:

Cleve Warren at ( 904 ) 398-9411  
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- |   |  |   |  |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy<br>is enclosed) |
|---|--|---|--|

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

**Street Address**  
Amendment Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
FIRST COAST MICRO LOAN, INC.

FILED  
05 JUN 20 PM 1:21  
CLERK OF DISTRICT COURT  
JACKSONVILLE, FLORIDA

Pursuant to Florida Not For Profit Corporation Act, Chapter 617, Florida Statute, the following is submitted:

ARTICLE I

NAME, DURATION, AND PRINCIPAL OFFICE

- (a) The name of this corporation is: FIRST COAST MICRO LOAN, INC. (the "Corporation").
- (b) The Corporation shall have perpetual existence unless dissolved sooner according to law.
- (c) The mailing address of the Corporation is located at 1300 Riverplace Boulevard, Suite 105, Jacksonville, Florida 32207, or at such other address as may be determined by the Board of Directors.

ARTICLE II

PURPOSES

The purposes for which the Corporation is formed, and the business and objects to be carried on and promoted by it, are as follows:

- (a) This Corporation is organized and shall be operated exclusively for the promotion of charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and the Treasury Regulations issued thereunder, or the corresponding section of any future United States internal revenue law. Without limiting the generality of the foregoing, the Corporation will seek to educate children and young adults in character education.
- (b) This Corporation is organized and shall be operated exclusively for the promotion of charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and the Treasury Regulations, issued thereunder, or the corresponding section of any future United States internal revenue law.
- (c) Notwithstanding any other provision of these Articles of Incorporation:
  - (i) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any 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 and payments and distributions may be made in furtherance of one or more of the purposes of the Corporation); and no director, officer, or any private individual shall be entitled to share in the distributions of any of the corporate assets on dissolution of the Corporation.

(ii) 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(iii) 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) of the Code and the Treasury Regulations as they now exist or as they may hereafter be amended or replaced, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code and Treasury Regulations as they now exist or they may hereafter be amended or replaced.

(iv) Upon the dissolution of the Corporation, the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose, as determined by the Board of Directors of the Corporation. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction 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.

(v) The Corporation is organized pursuant to the Florida Not For Profit Corporation Act and does not contemplate pecuniary gain or profit and is organized for nonprofit purposes.

### ARTICLE III

#### POWERS OF THE CORPORATION

The Corporation shall have the general power to do all lawful acts, as conferred upon not for profit corporations by Section 617.302, Florida Statutes, including all those things necessary or expedient in the prosecution of all of the purposes of the Corporation which are necessary and desirable to carry out the purposes and responsibilities of the Corporation.

### ARTICLE IV

#### MEMBERSHIP

The sole member of the Corporation shall be Jacksonville Economic Development Company, Inc., a Florida not for profit corporation ("JEDCO").

ARTICLE V  
DIRECTORS

(a) The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have all the powers necessary or appropriate for the administration of the affairs of this Corporation.

(b) The directors shall serve without compensation.

(c) The Board of Directors of the Corporation shall consist of not less than three (3) members who shall be appointed by JEDCO from time to time in accordance with the terms and conditions set forth in the Bylaws of the Corporation.

ARTICLE VI  
BYLAWS

The Board of Directors of the Corporation shall adopt such Bylaws for the conduct of the business of the Corporation in carrying out its purpose as the Board of Directors may deem necessary from time to time; provided, however such Bylaws shall not be inconsistent with the provisions of these Articles of Incorporation. The Board of Directors shall have the power to amend, alter, or rescind the Bylaws or adopt new Bylaws.

ARTICLE X  
AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by the Board of Directors from time to time.

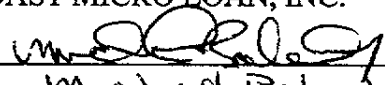
CERTIFICATE OF AMENDED AND RESTATED ARTICLES OF INCORPORATION  
FIRST COAST MICRO LOAN, INC.

Pursuant to the provisions of Section 617.1002, Florida Statutes, First Coast Micro Loan, Inc., a Florida not for profit corporation (the "Corporation") does hereby amend and restate its Articles of Incorporation as follows:

1. The Articles of Incorporation of the Corporation, as amended, are hereby amended and restated in their entirety in the form attached hereto as Exhibit A.
2. The Board of Directors of the Corporation, by a number of votes sufficient for approval, adopted and approved a resolution setting forth the proposed amendment in a written action in lieu of a formal meeting of the Board of Directors on the 22 day of December, 2004.
3. The members of the Corporation, by a number of votes sufficient for approval, adopted and approved a resolution setting forth the proposed amendment at a meeting of the member on the 22 day of December, 2004.

IN WITNESS WHEREOF, the undersigned officer of First Coast Micro Loan, Inc. hereby certifies that these the Amended and Restated Articles of Incorporation were adopted by the Corporation on the 22 day of December, 2004.

FIRST COAST MICRO LOAN, INC.

By:   
Name: Michael B. Boley  
Title: Chairman