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Quarles & Brady

December 31, 1997

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Secretary of State
Corporate Records Bureau
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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RE: **Collier County Microenterprise Corporation**

Dear Sir or Madam:

Enclosed are an original and one copy of Articles of Incorporation of Collier County Microenterprise Corporation. Also enclosed is a check in the amount of \$122.50 to cover the cost of filing.

If you find this document to be in order, kindly file it and return a certified copy to my office.

Should you have questions or desire further information, please do not hesitate to contact me.

Thank you, I am

Sincerely yours,

QUARLES & BRADY


F. Joseph McMackin III

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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FJM:jch

cc: Mr. Terry Cala

Enc.

ARTICLES OF INCORPORATION
OF
COLLIER COUNTY MICROENTERPRISE CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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The undersigned, a natural person of the age of eighteen (18) years or more, hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a nonprofit corporation pursuant to the authority and provisions of Chapter 617 of the Florida Statutes:

ARTICLE I

Name

The name of the corporation that satisfies the requirements of Section 617.0401, F.S., is Collier County Microenterprise Corporation.

ARTICLE II

Purposes

The corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes within the meaning of I.R.C. Section 501(c)(3). Such purposes may include, but are not limited to, economic stabilization and job creation in Collier County, Florida through a program of small business loans and business management education directed primarily to minority-owned businesses. The corporation may carry out its purposes directly or by making distributions to other qualifying organizations. In these Articles, the

term "I.R.C." means the Internal Revenue Code and references to provisions thereof are to such provisions as from time to time amended and to corresponding provisions of any future United States Internal Revenue Law.

ARTICLE III

STOCK

This corporation is organized on a nonstock basis.

ARTICLE IV

Activities and Restrictions

Section 1. No dividends, liquidating dividends, or distributions shall be declared or paid by the corporation to any private individual or officer or director of the corporation.

Section 2. No substantial part of the activities of the corporation shall consist in carrying on propaganda or otherwise attempting to influence legislation, unless by appropriate election a greater part is permitted without jeopardizing the corporation's exemption under I.R.C. Section 501(c)(3). The corporation shall neither participate in, nor intervene in, any political campaign on behalf of (or in opposition to) any candidate for public office, including the publishing or distribution of any statements.

Section 3. No part of the net earnings or net income of the corporation shall inure to the benefit of any private individual or officer or director of the corporation; provided, however, that such a person may receive reasonable compensation for personal services

rendered, or reimbursement for reasonable expenses incurred, which are necessary to carrying out the exempt purposes of the corporation.

Section 4. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under I.R.C. Section 501(c)(3) or by a corporation contributions to which are deductible under I.R.C. Section 170(c)(2).

Section 5. Whenever the corporation is a private foundation as defined in I.R.C. Section 509(a), the income of the corporation shall be distributed at such time and in such manner as not to subject it to tax under I.R.C. Section 4942 and the corporation shall not engage in any act of self-dealing, or retain any excess business holdings, or make any taxable expenditures as defined in I.R.C. Sections 4941(d), 4943(c) and 4945(d), respectively, or make any investments in such manner as to subject it to tax under I.R.C. Section 4944; or make any indemnification which would give rise to a penalty excise tax under I.R.C. Chapter 42.

ARTICLE V

Members

The corporation shall have one or more classes of members whose respective qualifications, rights, and method of acceptance shall be as specified in the Bylaws.

ARTICLE VI

Directors

Section 1. The affairs of the corporation shall be managed by its Board of Directors, which shall consist of such number of persons as shall be fixed by the Bylaws from time to time, but shall not be less than the number of directors required by the Florida Nonprofit Corporation Act, which at the time of execution of these Articles is three (3). The terms of office, qualifications and method of election of the directors shall be as specified in the Bylaws.

Section 2. The number of directors constituting the initial Board of Directors shall be six (6). The names and addresses of the initial directors are:

Terry Cala
NBD Bank
4901 Tamiami Trail N.
Naples, FL 34103

William Brigham
Pelican National Bank
811 Anchor Rode Dr.
Naples, FL 34103

Sherry Koger
Barnett Bank
(NationsBank)
3210 Cleveland Ave.
Fort Myers, FL 33901

Samuel F. Hinkle, Jr.
U.S. Trust
765 Seagate Dr.
Naples, FL 34103

Rodrigo Jacob
Fifth-Third Bank
P.O. Box 413021
Naples, FL 34101

Anna Liu
Huntington Bank
600 Fifth Avenue S
Suite 101
Naples, FL 34102

ARTICLE VII
AMENDMENT

These Articles of Incorporation may be amended by the members of the corporation by such vote as may at the time be required by the Florida Nonprofit Corporation Act provided that no amendment shall substantially change the original purposes of the corporation.

ARTICLE VIII
Dissolution

In the event of the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, distribute all of the assets of the corporation exclusively to one or more organizations then described in I.R.C. Sections 170(c)(2), 501(c)(3), 2055(a)(2) and 2522(a)(2) having purposes substantially similar to those of the corporation (except that no private foundation as defined by I.R.C. Section 509(a) shall be a recipient) or to one or more units or agencies of federal, state or local government to be used exclusively for public purposes, as the Board of Directors shall determine. Any of such assets not so distributed shall be distributed to one or more of such organizations as determined by the Circuit Court of the county in which the principal office of the corporation is then located.

ARTICLE IX

Principal Office; Registered Agent

The mailing address and county of the principal office of the corporation is Barnett Center, Suite 300, 4501 Tamiami Trail North, Naples(Collier County), Florida 34103-3060. The name and street address of the initial Registered Agent of the corporation is Lawdock, Inc., Barnett Center, Suite 300, 4501 Tamiami Trail North, Naples, Florida 34103-3060.

ARTICLE X

Incorporator

The name and address of the incorporator is F. Joseph McMackin III, Barnett Center, Suite 300, 4501 Tamiami Trail North, Naples, Florida 34103-3060.

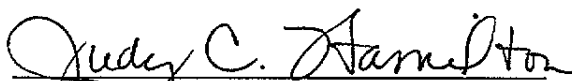
Executed in duplicate this 31st day of December, 1997.


F. Joseph McMackin III

STATE OF FLORIDA)
) SS.
COLLIER COUNTY)

Personally came before me this 31st day of December, 1997, the above-named, F. Joseph McMackin III, to me known to be the person who executed the foregoing instrument and acknowledged the same.




Notary Public, State of Florida
My Commission: _____

Having been named as registered agent and to receive service of process for the above state corporation at the place designated in these provisions, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

LAWDOCK, INC

By: 

Timothy G. Hains

Vice President of Lawdock, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Dated: December 31, 1997

This document was drafted by:

F. Joseph McMackin III, Esq.
Quarles & Brady
Barnett Center
4501 Tamiami Trail North
Suite 300
Naples, Florida 34103-3060

revised 8/94

[This document supersedes BUT/MAST-B and BUT/MAST-C]