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FLORIDA DEPARTMENT OF STATE  
TALLAHASSEE FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

SF New Markets Community Investors, Inc.

|                       |         |
|-----------------------|---------|
| Certificate of Status | 1       |
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION  
OF**

**SF NEW MARKETS COMMUNITY INVESTORS, INC.**

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

**ARTICLE I.**

The name and initial address of this Corporation shall be: SF New Markets Community Investors, Inc., 7777 Glades Road, Suite 310, Boca Raton, Florida 33434, with the privilege of having its offices and branch offices at other places within or without the State of Florida.

**ARTICLE II.**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida, and the Corporation shall have all of the powers conferred upon corporations organized under the laws of the State of Florida to carry out such purpose.

Specifically, the Corporation's primary mission is to serve as General Partner of, and thereby promote the mission and activities of, SF New Markets Community Investors, Ltd. The mission of SF New Markets Community Investors, Ltd. is to provide investment capital for low-income communities as defined in Section 45D(e)(1) of the Internal Revenue Code, located in Palm Beach, Martin or St. Lucie Counties. More than 60 percent of the SF New Markets Community Investors, Ltd.'s activities will be directed to investing equity in or providing loans to support commercial properties that are located in Palm Beach, Martin and St. Lucie Counties, Florida, and investing equity or providing loans to businesses that are located within Palm Beach, Martin and St. Lucie Counties Florida.

**ARTICLE III.**

The capital stock authorized, the par value thereof, and the characteristics of such stock are as follows:

| NUMBER OF SHARES<br>AUTHORIZED | PAR VALUE<br>PER SHARE | CLASS OF<br>STOCK |
|--------------------------------|------------------------|-------------------|
| 1,000                          | \$.01                  | Common            |

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The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation.

#### ARTICLE IV.

This Corporation shall commence its existence immediately upon the execution of these Articles of Incorporation on September 1<sup>st</sup>, 2004, and shall exist perpetually thereafter unless sooner dissolved according to law.

#### ARTICLE V.

The initial registered office of this Corporation is 7777 Glades Road, Suite 310, Boca Raton, Florida 33434. The initial registered agent at that address is Robert J. Schmier.

#### ARTICLE VI.

The Corporation shall have one (2) directors initially. The names and addresses of the directors of the Corporation, who shall hold office for the first year or until their successor(s) are duly elected and qualified, are:

Douglas Feurring

7777 Glades Road, Suite 310  
Boca Raton, Florida 33434

Robert J. Schmier

7777 Glades Road, Suite 310  
Boca Raton, Florida 33434

#### ARTICLE VII.

The name and address of the Incorporator is: Robert J. Schmier, 7777 Glades Road, Suite 310, Boca Raton, Florida 33434.

#### ARTICLE VIII.

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining

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the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or no so interested.

ARTICLE IX.

The private property of the shareholders shall not be subject to payment of the corporate debts to any extent.


ARTICLE X.

This Corporation may indemnify and insure its officers and directors to the fullest extent permitted by law.

ARTICLE XI.

This Corporation expressly elects not to be governed by either Section 607.0901 or Section 607.0902 of the Florida Business Corporation Act, as each may be amended from time to time, which sections relate to affiliated transactions and control share acquisitions.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a Corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 1<sup>st</sup> day of September 2004.

  
Robert J. Schriber, Incorporator

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICES OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED


In compliance with the laws of the State of Florida, the following is submitted:

First - That SF NEW MARKET'S COMMUNITY INVESTORS, INC.  
desiring to organize under the laws of the State of Florida, has designated 7777 Glades  
Road, Suite 310, Boca Raton, Florida 33434, as the place of business for the service of  
process within this state.

Second - That the above corporation has named Robert J. Schmier as its  
statutory registered agent.

Having been named the statutory agent of the above Corporation at the place  
designated in this Certificate, the undersigned hereby accepts the same and agrees to act in  
this capacity, and agrees to comply with the provisions of Florida law relative to keeping the  
registered office open.

Dated this 1<sup>st</sup> day of September 2004.

  
Robert J. Schmier

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