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TALLAHASSEE, FLORIDA

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*3/23*

**SMITH MACKINNON, PA**

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JOHN P. GREELEY

March 22, 2010

***Via Federal Express***

Department of State  
Attention: Karon Beyer  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: Enterprise Asset Investments, Inc.

Dear Karon:

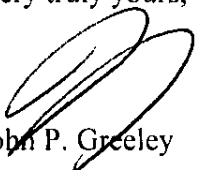
Enclosed are the following documents relating to the above-referenced corporation:

1. Original Articles of Incorporation for each corporation submitted for filing;
2. A check in the amount of \$87<sup>50</sup>~~00~~ (\$35.00 for filing fees, \$35.00 for registered agent designations and \$8.75 for a certified copy of the Articles of Incorporation); and
3. Three manually signed originals of the executed Articles of Incorporation.

Please file the enclosed document as soon as possible and return to us <sup>two</sup> ~~one~~ certified copy of the Articles. If you have any questions regarding the enclosed, please do not hesitate to call me at your convenience.

Thank you for your assistance.

Very truly yours,

  
John P. Greeley

JPG:erw

Enclosures

Copy to: Timothy L. Terry  
President and Chief Executive Officer  
Enterprise Bancorp, Inc.

**ARTICLES OF INCORPORATION**  
**OF**  
**ENTERPRISE ASSET INVESTMENTS. INC.**

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The undersigned, being of legal age and desiring to form a corporation (hereinafter referred to as the "Corporation") pursuant to the provisions of the Florida Business Corporation Act, as amended (such Act, as amended from time to time, is hereinafter referred to as the "Act"), executes the following Articles of Incorporation.

**ARTICLE I**

**Name**

The name of the Corporation is Enterprise Asset Investments, Inc.

**ARTICLE II**

**Duration**

This Corporation shall commence its existence upon the filing of these Articles of Incorporation and shall have perpetual duration unless sooner dissolved according to law.

**ARTICLE III**

**Purpose and General Powers**

The general purpose of the Corporation shall be the transaction of any and all lawful business for which corporations may be incorporated under the Act. The Corporation shall have all of the powers enumerated in the Act and all such other powers as are not specifically prohibited to corporations for profit under the laws of the State of Florida.

**ARTICLE IV**

**Capital Stock**

A. **Number and Class of Shares Authorized; Par Value.**

The Corporation is authorized to issue the following shares of capital stock:

(1) Common Stock. The aggregate number of shares of common stock referred to in these Articles of Incorporation as "Common Stock") which the Corporation shall have authority to issue is 5,000,000 with a par value of \$1.00 per share.

B. Common Stock Voting Rights.

Each record holder of Common Stock shall be entitled to one vote for each share held. Holders of Common Stock shall have no cumulative voting rights in any election of directors of the Corporation.

C. Preemptive Rights.

Holders of Common Stock shall not have as a matter of right any preemptive or preferential right to subscribe for, purchase, receive, or otherwise acquire any part of any new or additional issue of stock of any class, whether now or hereafter authorized, or of any bonds, debentures, notes, or other securities of the Corporation, whether or not convertible into shares of stock of the Corporation.

## ARTICLE V

### Initial Registered Office and Agent; Principal Place of Business

The initial registered office of this Corporation shall be located at the City of Palm Beach Gardens, County of Palm Beach and State of Florida, and its address there shall be, at present, 3910 RCA Blvd., Suite 1001, Palm Beach Gardens, Florida 33410, and the initial registered agent of the Corporation at that address shall be Timothy L. Terry. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation. The principal place of business and the mailing address of the Corporation shall be: 3910 RCA Blvd., Suite 1001, Palm Beach Gardens, Florida 33410.

## ARTICLE VI

### Initial Board of Directors

The initial Board of Directors of the Corporation shall consist of seven directors. The names and street addresses of the initial directors of this Corporation is:

<u>Name</u>	<u>Address</u>
Timothy L. Terry	3910 RCA Blvd., Suite 1001, Palm Beach Gardens, Florida 33410
James E. Davis, Sr.	3910 RCA Blvd., Suite 1001, Palm Beach Gardens, Florida 33410
S. Barrie Godown	3910 RCA Blvd., Suite 1001, Palm Beach Gardens, Florida 33410
Mark E. Holmes	3910 RCA Blvd., Suite 1001, Palm Beach Gardens, Florida 33410

Warren B. Mosler                      3910 RCA Blvd., Suite 1001, Palm Beach Gardens, Florida 33410  
Jeanne K. Simon                      3910 RCA Blvd., Suite 1001, Palm Beach Gardens, Florida 33410  
Lawrence L. Sugarman              3910 RCA Blvd., Suite 1001, Palm Beach Gardens, Florida 33410

The number of Directors of this Corporation shall be the number from time to time fixed by the Shareholders, or by the Directors, in accordance with the terms and conditions of the Bylaws, but at no time shall said number of Directors be less than one.

## **ARTICLE VII**

### **Incorporator**

The name and street address of the person signing these Articles of Incorporation as Incorporator are:

Timothy L. Terry  
3910 RCA Blvd., Suite 1001  
Palm Beach Gardens, Florida 33410

## **ARTICLE VIII**

### **Bylaws**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

## **ARTICLE IX**

### **Amendment**

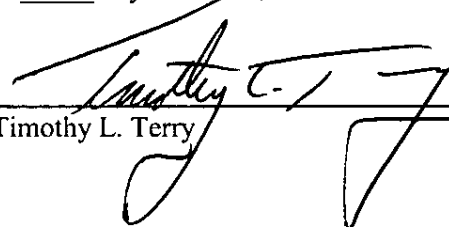
This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

## **ARTICLE X**

### **Headings and Captions**


The headings or captions of these various Articles of Incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned does hereby make and file these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets his hand and seal this \_\_\_\_ day of March, 2010.

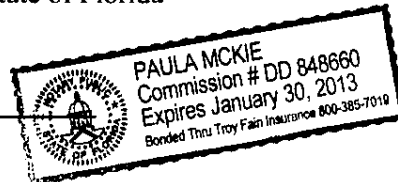
  
\_\_\_\_\_  
Timothy L. Terry

STATE OF FLORIDA                    )  
COUNTY OF PALM BEACH        )

The foregoing instrument was acknowledged before me this 10<sup>th</sup> day of March, 2010, by Timothy L. Terry.

  
\_\_\_\_\_  
Printed Name: \_\_\_\_\_  
Notary Public, State of Florida

Personally Known ☒ or Produced Identification ☐  
Type of Identification Produced \_\_\_\_\_



**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED  
AGENT UPON WHOM PROCESS MAY BE SERVED**

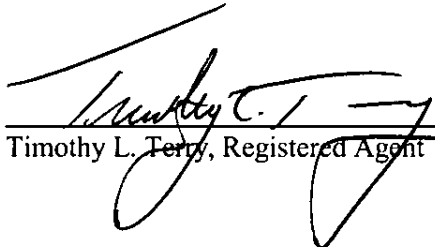
In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

Enterprise Asset Investments, Inc. (the "Corporation") desiring to organize as a domestic corporation or qualify under the laws of the State of Florida has named and designated Timothy L. Terry as its Registered Agent to accept service of process within the State of Florida with its registered office located at 3910 RCA Blvd., Suite 1001, Palm Beach Gardens, Florida 33410.

**ACKNOWLEDGMENT**

Having been named as Registered Agent for the Corporation at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations relating to service as a registered agent, as the same may apply to the Corporation; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated this \_\_\_\_\_ day of March, 2010.

  
\_\_\_\_\_  
Timothy L. Terry, Registered Agent

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