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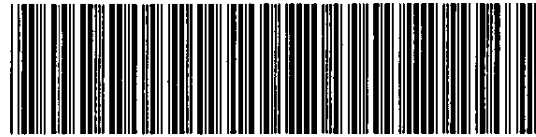
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1. **MONOGRAM MARTINSVILLE DC SPE LOAN FUND, INC.**

(CORPORATE NAME AND DOCUMENT #)

2. _____
(CORPORATE NAME AND DOCUMENT #)

3. _____
(CORPORATE NAME AND DOCUMENT #)

4. _____
(CORPORATE NAME AND DOCUMENT #)

5. _____
(CORPORATE NAME AND DOCUMENT #)

6. _____
(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS:

**ARTICLES OF INCORPORATION
OF
MONOGRAM MARTINSVILLE DC SPE LOAN FUND, INC.**

A Florida Corporation

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The undersigned, for the purpose of forming a corporation under Chapter 607 of Florida Statutes (2015), hereby adopts the following Articles of Incorporation:

Article I

NAME OF CORPORATION: The name of the corporation (the "Corporation") is Monogram Martinsville DC SPE Loan Fund, Inc.

Article II

PRINCIPAL OFFICE: The principal office of the Corporation is located at 669 First Avenue North, St. Petersburg, Florida 33701.

MAILING ADDRESS: The mailing address of the Corporation is 530 Oak Court Drive, Suite 400, Memphis, Tennessee with attention to the Chief Operating Officer.

Article III

PURPOSE: This Corporation is formed for the purpose to do all lawful acts of a corporation pursuant to Chapter 607 of Florida Statutes, including the initiation of loans or credit facilities into investment funds and entities making equity investment in federal new markets tax credits financing transactions (as such program is described in Section 45D of the Internal Revenue Code of 1986, as revised).

Article IV

CAPITAL STOCK: The aggregate number of shares which the Corporation has authority to issue is one thousand (1,000), all of which shall be common shares with a par value of One Dollar (\$1.00).

Article V

MINIMUM CAPITAL: The minimum amount of capital with which the Corporation shall begin business is One Hundred Dollars (\$100.00).

Article VI

POWERS: The Corporation shall have and exercise all powers of a corporation pursuant to Chapter 607 of Florida Statutes as the same now exists or may hereinafter exist under the laws of the State of Florida.

Article VII

BYLAWS: The Bylaws of the Corporation shall be initially approved by a majority vote of the Board of Directors and thereafter may be amended by a majority vote of the Board of Directors at the annual meeting of the Board of Directors or at a duly called meeting of the Board of Directors in accordance with the Bylaws.

Article VIII

AMENDMENT: These Articles of Incorporation may be amended by the affirmative vote of two-thirds of the voting Directors in the manner provided by law.

Article IX

DIRECTORS: The Board of Directors of the Corporation shall consist of not less than one (1) member, as fixed and determined from time to time by the shareholders in accordance with the Bylaws.

Article X

INCORPORATORS: The name and post office address of the Incorporator is as follows:

James O. Lang 669 First Avenue North
St. Petersburg, Florida 33701

Article XI

OFFICERS: The Officers of the Corporation shall initially consist of a President. The name and post office address of the President selected for the first year is as follows:

PRESIDENT: Karl Schledwitz
530 Oak Court Drive,
Suite 400,
Memphis, Tennessee

Article XII

INFORMAL ACTION: To the extent permitted by law, any action required to be taken at any annual or special meeting of the Board of Directors or any appointed committee, or any action which may be taken at any annual or special meeting of any such board or committee, may be taken without a meeting, without prior notice and without a vote, if the action is taken by the directors or committee members entitled to vote on such action and having not less than the minimum number of votes necessary to authorize such action at a meeting at which all directors or committee members entitled to vote on such action were present and voted. The action must be evidenced by one or more written consents describing the action taken, dated and signed by approving directors or committee

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members having the requisite number of votes and entitled to vote on such action, and such written consent or consents must be delivered to the Corporation at its principal office.

Article XIII

REGISTERED AGENT: The name of the registered agent of the corporation is James O. Lang. The address of this registered agent is 669 First Avenue North St. Petersburg, Florida 33701. The registered office and registered agent provided for herein may be changed from time to time in the manner provided by law.

Article XIV

INDEMNIFICATION: Any person made a party to any action, suit or proceeding by reason of being a director or officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him or her in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such director or officer is liable for any misconduct in the performance of his or her duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such director or officer may be entitled apart from this Article.


Article XV

TERMS OF EXISTENCE: The term of existence of the Corporation is perpetual.

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IN WITNESS WHEREOF, These Articles of Incorporation are hereby executed
by the Incorporator on this 5th day of August, 2015.



James O. Lang
Incorporator

8/5/2015
Date

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REGISTERED AGENT'S

ACCEPTANCE OF APPOINTMENT

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent for Monogram Martinsville DC SPE Loan Fund, Inc., a Florida corporation, and agree to act in this capacity.



Signature of Registered Agent
James O. Lang

Date: 8/5/2015

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