

# P99000072057

Requester's Name

315 S. Calhoun St., suite 600

Address

Tallahassee, Fl. 32301 425-5675

City/State/Zip

Phone #

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DIVISION OF STATE  
TALLAHASSEE, FLORIDA

00 JUN 23 PM 1:20

FILED

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Alpine Venture Capital Corp. P99000072057  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

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\*\*\*\*\*35.00 \*\*\*\*\*35.00

☐ Walk in ☐ Pick up time \_\_\_\_\_  
☐ Mail out ☐ Will wait ☐ Photocopy

☐ Certified Copy  
☐ Certificate of Status

## NEW FILINGS

☐ Profit  
☐ Not for Profit  
☐ Limited Liability  
☐ Domestication  
☐ Other

## AMENDMENTS

☒ Amendment  
☐ Resignation of R.A., Officer/Director  
☐ Change of Registered Agent  
☐ Dissolution/Withdrawal  
☐ Merger

## OTHER FILINGS

☐ Annual Report  
☐ Fictitious Name

## REGISTRATION/QUALIFICATION

☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☐ Trademark  
☐ Other

Amend + Restate  
6-23-00  
PWS

Examiner's Initials

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
ALPINE VENTURE CAPITAL CORP.**

**FILED**

00 JUN 23 PM 1:20

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The Articles of Incorporation of Alpine Venture Capital Corp., as filed on August 12, 1999 with the Secretary of State of the State of Florida, hereby are amended and restated in their entirety to read as follows:

**ARTICLE I**

NAME

The name of the corporation is Alpine Venture Capital Corp. (the "Corporation").

**ARTICLE II**

ADDRESS

The current street and mailing address of the Corporation's principal place of business is 515 N. Flagler Drive, Suite 1200, West Palm Beach, Florida 33401.

**ARTICLE III**

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's registered office in the State of Florida is 701 Brickell Avenue, S. 3000, Miami, Florida 33131. The name of the Corporation's registered agent at such address is Intrastate Registered Agent Corporation.

**ARTICLE IV**

PURPOSE

The sole purpose of the Corporation is to serve as the general partner of Alpine Venture Capital Partners LP, a Delaware limited partnership ("AVCP"). AVCP will apply to be licensed as a small business investment company under the Small Business Investment Act of 1958, as amended (which, together with the regulations issued by the United States Small Business Administration (the "SBA") thereunder, is referred to herein as the "SBIC Act"). Until such license is granted, the Corporation shall engage in any lawful activity for which a corporation may be organized under the laws of the State of Florida and the laws of the United States.

## ARTICLE V

### SBIC PROVISIONS

Section 5.1 Approval of Directors and Officers. So long as the Corporation serves as the general partner of AVCP and AVCP is a small business investment company licensed under the SBIC Act, no person may serve as a director or an officer of the Corporation without the SBA's approval.

Section 5.2 Provisions Required by the SBA for Issuers of Participating Securities. So long as the Corporation serves as the general partner of AVCP and AVCP is a small business investment company licensed under the SBIC Act, this Section 5.2 shall be in effect at any time that AVCP has outstanding Participating Securities (as defined in the SBIC Act) or owns Earmarked Assets (as defined in the SBIC Act) and shall not be in effect at any time AVCP does not have outstanding Participating Securities or owns Earmarked Assets.

(1) The provisions of 13 C.F.R. § 107.1820 hereby are incorporated by reference into these Amended and Restated Articles of Incorporation as if fully set forth herein to the extent applicable to the Corporation by reason of the Corporation serving as the general partner of AVCP.

(2) The Corporation hereby consents to the exercise by the SBA of all rights of the SBA under 13 C.F.R. § 107.1820 and agrees to take all actions that the SBA may require in accordance with 13 C.F.R. § 107.1820.

(3) Nothing in this Section 5.2 shall be construed to limit the ability or authority of the SBA to exercise its regulatory authority over the Corporation as the general partner of a small business investment company licensed under the SBIC Act.

Section 5.3 Additional SBIC Provisions. This Section 5.3 shall be in effect at any time that the Corporation serves as the general partner of AVCP and AVCP is a small business investment company licensed under the SBIC Act.

(1) The SBA shall be deemed an express third party beneficiary of the provisions of these Amended and Restated Articles of Incorporation to the extent of the rights of the SBA hereunder and under the SBIC Act, and the SBA shall be entitled to enforce such provisions for its benefit.

(2) The Corporation shall comply with the requirements of the SBIC Act, including, without limitation, the examination and reporting requirements under Section 310(b) of the SBIC Act, and the restrictions and obligations imposed under 13 C.F.R. § 107.160 and 13 C.F.R. § 107.400 through § 107.475 as in effect from time to time.

## ARTICLE VI

### CAPITAL STOCK

The aggregate number of shares of all classes of capital stock that the Corporation shall have

the authority to issue is 1,000 shares of common stock, \$0.01 par value per share.

## ARTICLE VII

### LIMITATION ON DIRECTOR LIABILITY

A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director except (i) as specified in Section 607.0831 of the Florida Business Corporation Act ("FBCA"), (ii) for any breach of the director's duty of loyalty of such director to the Corporation or its shareholders, (iii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, or (iv) for any transaction from which such director derives an improper personal benefit. This Article VIII shall be read to authorize the limitation of liability to the fullest extent permitted under Florida law. If the FBCA is amended after the filing of these Amended and Restated Articles of Incorporation to authorize the further or broader elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended. No repeal or modification of this Article VIII shall adversely affect any right of or protection afforded to a director of the Corporation existing immediately prior to such repeal or modification.

## ARTICLE VIII

### INDEMNIFICATION

The Corporation's Board of Directors is hereby specifically authorized to make provision for indemnification of the Corporation's directors, officers, employees and/or agents to the fullest extent permitted by law.

## ARTICLE IX

### BYLAWS

The Corporation's Board of Directors shall have the power to adopt, amend or repeal the Bylaws or any part thereof. Anything in these Amended and Restated Articles of Incorporation to the contrary notwithstanding, this Article IX may not be altered, amended or repealed except by an affirmative vote of at least two-thirds of the outstanding shares of the Corporation's capital stock entitled to vote at a shareholders' meeting duly called for such purpose.

## ARTICLE X

### DIRECTORS

The election of the directors of the Corporation need not be by written ballot unless the Bylaws so provide. The number of directors constituting the Corporation's Board of Directors shall be fixed from time to time in the manner provided in the Bylaws; provided, however, that the number of directors shall never be less than one (1); and provided, however, that so long as the

Corporation serves as the general partner of AVCP, the Corporation shall not have less than three (3) directors.

## **ARTICLE XI**

### **AMENDMENTS**

Except as otherwise provided in these Amended and Restated Articles of Incorporation, these Amended and Restated Articles of Incorporation may be altered, amended or repealed by the Corporation's shareholders in accordance with Florida law.

**IN WITNESS WHEREOF**, the undersigned has executed these Amended and Restated Articles of Incorporation pursuant to the laws of the State of Florida, as of this 21<sup>st</sup> day of June, 2000.

**ALPINE VENTURE CAPITAL CORP., a**  
Florida corporation

By: 

Stephen J. Warner, its President

**ACCEPTANCE OF APPOINTMENT  
OF  
REGISTERED AGENT**

Having been named as registered agent and to accept service of process for Alpine Venture Capital Corp., 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. I am familiar with and I accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

Dated this 22<sup>nd</sup> day of June, 2000.

**INTRASTATE REGISTERED AGENT  
CORPORATION**

By: Donald W. Wallis  
Name: Donald W. Wallis  
Title: Vice President

**ALPINE VENTURE CAPITAL CORP.**

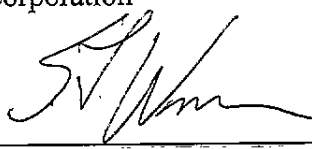
**Officer's Certificate**

I, Stephen J. Warner, the duly elected, qualified and acting Chairman of the Board and President of Alpine Venture Capital Corp., a Florida corporation (the "Corporation") do hereby certify that the attached Amended and Restated Articles of Incorporation of the Corporation were adopted by the unanimous written consent of the Corporation's Board of Directors dated June 21, 2000, and by the unanimous written consent of the Corporation's shareholders dated June 21, 2000. The number of votes cast by the Corporation's shareholders was sufficient for approval.

**IN WITNESS WHEREOF**, I have executed this Officer's Certificate as of June 21, 2000.

**ALPINE VENTURE CAPITAL CORP.**, a  
Florida corporation

By: \_\_\_\_\_

  
Stephen J. Warner, its President