

**ARTICLES OF INCORPORATION
OF
HAITIAN MICROFINANCE, INC.
(A NOT-FOR-PROFIT CORPORATION)**

The undersigned, desiring to form a corporation not-for-profit under the Pennsylvania Nonprofit Corporation Law of 1988, as amended, hereby adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation is Haitian Microfinance, Inc. (the "Corporation"). The Corporation is one that does not contemplate pecuniary gain or profit, incidental or otherwise.

**ARTICLE II
RATIONALE FOR HAITIAN MICROFINANCE**

A prevalent feature of the impoverished populations of undeveloped countries is the lack of availability of financial services. Because mainstream financial providers generally do not offer financial services for the poor, the economic opportunities for individuals and families, as well as the general economic progress of their communities, are unfairly impeded. Microfinance programs seek to provide families trapped in the poverty cycle of economically distressed third-world countries access to the financial tools which are needed to improve their lives. The microfinance products, which this Corporation seeks to promote, can be provided by well-managed, adequately-capitalized commercial, government, and not-for-profit entities which operate on a basis sufficient to cover costs, including a commercially acceptable return to investors. Such institutions can also offer a platform for other organizations to provide needed nonfinancial services, such as health care, literacy, and family planning.

The feasibility of microfinance programs available to the poor in third-world countries is based upon data which indicates: 1) the ability and desire of the poor to save; 2) a low default rate for microfinance loans; 3) the technology being available and operative for accountings and controls for a relatively large number of small customer accounts; and, 4) a comparatively low wage base in third-world countries for competent microfinance personnel and management.

Because the above four factors are generally not appreciated by commercial entities and financial investors and because of the additional financial risk posed by many third-world countries (e.g., lack of political stability, reliable public institutions, government, and the rule of law), financially successful microfinance programs in the most problematic third-world countries will provide the example which will promote additional economic resources being allocated to third-world microfinance in general. Haiti, as the poorest country in the Western Hemisphere, with a history of political instability, offers a unique opportunity to assist the impoverished of that country as well as to demonstrate the validity of microfinance programs, thereby encouraging the further development of microfinance programs by mainstream financial providers on a worldwide basis.

**ARTICLE III
PURPOSE**

The purpose of the Corporation is the relief of poverty through the promotion of microfinance investment and operation in Haiti. The Corporation is organized and will be operated exclusively as a corporation not-for-profit and for such charitable and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations issued thereunder, or the corresponding provisions of any future United States Internal Revenue Law (the "Code"). The extension of financial services to the underserved Haitian population will promote the general welfare of the population primarily consisting of the impoverished community.

**ARTICLE IV
PRINCIPAL OFFICE OR MAILING ADDRESS**

The principal office of the Corporation is located at One Independent Drive, Suite 2600, Jacksonville, Florida 32202. The mailing address of the Corporation is One Independent Drive, Suite 2600, Jacksonville, Florida 32202.

**ARTICLE V
ACTIVITIES**

The Corporation will engage in the following activities:

(a) Making direct investment in microfinance programs that provide services to the Haitian population. The investment may be in the form of contribution with no financial return, equity, or credit without restriction as to whether the microfinance provider is a for profit, charitable, or governmental entity.

(b) Providing information concerning Haitian microfinance investment opportunities to both social and financial investors.

(c) Promoting and advocating charitable and commercial investment in Haitian microfinance programs.

(d) Contributing to the promotion of social programs, including, but not limited to, health care, literacy and family planning in connection with Haitian Microfinance operations.

(e) Any other activity consistent with, or to implement, the purpose of the Corporation.

**ARTICLE VI
POWERS**

The Corporation shall have the general power to do all lawful acts, as conferred upon corporations not-for-profit by including all those things necessary or expedient to carry out the purposes and responsibilities of the Corporation.

Notwithstanding the generality of the foregoing, the powers of the Corporation shall be subject to the following limitations and restrictions:

(a) The Corporation shall have no power to do any act inconsistent with the provisions of Section 501(c)(3) and Section 170(c)(2) of the Code and the Corporation shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Code or the corresponding provision of any future United States Internal Revenue Law, or (ii) a corporation contributions to which are deductible under Section 170(c)(2) of the Code or any other corresponding provision of any future United States Internal Revenue Law.

(b) No part of the income, profit or assets of the Corporation shall inure to the benefit of, or be distributable to, directly or indirectly, its directors, officers, or other private persons; provided however, that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III of these Articles of Incorporation; and

(c) The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation.

ARTICLE VII BOARD OF DIRECTORS

(a) All corporate powers shall be exercised under the authority of, and the affairs of the Corporation shall be managed under the direction of the Board of Directors, except as otherwise provided by law or in these Articles of Incorporation or the Bylaws of the Corporation.

(b) The Corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time according to the Bylaws, but there shall always be at least one director. While only one director comprises the Board of Directors, he shall act as a majority of the Board of Directors (including a majority of the Board of Directors where a quorum is called for under these Articles of Incorporation) for all purposes as required by law or as required or permitted under these Articles of Incorporation.

(c) The Board of Directors shall have the power to elect additional or successor directors at any time and shall have the power to discharge any existing director.

(d) The name, address and initial term of office of the initial member of the Board of Directors who shall serve until his successor is duly elected is as follows:

NAME	ADDRESS	TERM
Michael W. Fisher	3521 Hedrick Street Jacksonville, Florida 32205	1 year

**ARTICLE VIII
OFFICERS AND ADVISORS**

(a) The officers of the Corporation shall be a Managing Director and such other officers as may be provided by the Bylaws. If no President and Secretary are elected, the Managing Director shall hold such offices if such offices are required by law to be held.

(b) The officers shall be elected by a majority vote of the members of the Board of Directors at their annual meeting or at such other times as provided in the Bylaws.

(c) Michael W. Fisher shall serve as Managing Director of the Corporation until his successor is elected.

(d) From time-to-time, the Board of Directors may seek Advisors to provide counsel and guidance on specific matters or projects or in general corporate endeavors, policies, or strategies. An Advisor shall have only those responsibilities as agreed upon by the advisor and shall serve at the pleasure of the Board of Directors.

**ARTICLE IX
INITIAL REGISTERED OFFICE AND AGENT**

Pursuant to Section 5507(c) of the Pennsylvania Nonprofit Corporation Law of 1988, Haitian Microfinance, Inc. has named Corporate Creations Network, Inc., as its commercial registered office provider to accept service of process within this Commonwealth, in the county of Erie. The registered office of Haitian Microfinance, Inc. shall be deemed for venue and official publication purposes to be located in the county so named.

**ARTICLE X
INCORPORATOR**

The name and address of the subscriber to these Articles of Incorporation is:

NAME	ADDRESS
Michael W. Fisher	One Independent Drive; Suite 2600 Jacksonville, Florida 32202

**ARTICLE XI
DURATION**

The Corporation shall exist perpetually. Corporate existence shall commence on the date these Articles of Incorporation are filed with the Commonwealth of Pennsylvania.

**ARTICLE XII
MEMBERS**

This Corporation shall have no members.

**ARTICLE XIII
BYLAWS**

(a) The Board of Directors, by majority vote, may provide such Bylaws for the conduct of the business of the Corporation and the carrying out of its purposes as it deems necessary from time to time, including, but not limited to, provisions for the quorum and voting requirements for meetings and activities of the Board of Directors; provided, however, that such Bylaws shall not conflict with any of the provisions of these Articles of Incorporation.

(b) Upon proper notice, the Bylaws may be amended, altered or rescinded by the majority vote of members of the Board of Directors at any regular meeting, or any special meeting for such purpose.

**ARTICLE XIV
AMENDMENTS**

Upon proper notice, these Articles of Incorporation may be amended, altered, changed or repealed by majority vote of the members of the Board of Directors. All power and authority conferred hereby upon officers and the Board of Directors of the Corporation are granted subject to the further amendment of these Articles of Incorporation.

**ARTICLE XV
CORPORATE LIQUIDATION AND DISSOLUTION**

No person, firm or corporation shall ever receive any dividends or profits from the undertaking of the Corporation, and upon dissolution, the assets of the Corporation, after all debts and liabilities are paid, shall be distributed:

(a) To one or more organizations qualified under Section 501(c)(3) of the Code that have purposes similar to the charitable and educational purposes of the Corporation;

(b) To the federal government or a state or local government, for public purposes similar to the charitable and educational purposes of the Corporation consistent with Section 501(c)(3) of the Code and in accordance with the laws of the Commonwealth of Pennsylvania; or

(c) Upon order of a court of competent jurisdiction, to another organization to be used in such manner as in the judgment of the court will best accomplish the charitable and educational purposes of this Corporation.

ARTICLE XVI
LIMITATIONS ON CORPORATE POWER

Should the corporation at any time be considered a "Private Foundation" under Section 509(a) of the Code, the following limitations will apply:

(a) The Corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Code, or corresponding provisions of any later federal tax laws;

(b) The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or corresponding provisions of any later federal tax laws;

(c) The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding provisions of any later federal tax law;

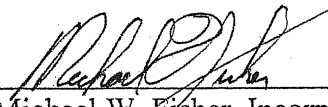
(d) The Corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the Code, or corresponding provisions of any later federal tax laws; and

(e) The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code, or corresponding provisions of any later federal tax laws.

ARTICLE XVII
INDEMNIFICATION

The Corporation shall indemnify officers, directors, employees and agents to the full extent permitted by the Pennsylvania Nonprofit Corporation Law of 1988, as amended, provided, however that no such indemnification shall be permitted if such indemnification would violate the purposes of the Corporation as specified in Article III of these Articles of Incorporation or would be inconsistent with the provisions of Section 501(c)(3) and Section 170(c)(2) XVIII of the Code.

IN WITNESS WHEREOF, I, the undersigned subscriber, have made, signed and hereby acknowledge these Articles of Incorporation this 2nd day of December, 2005, for the purpose of incorporating as a corporation not-for-profit under the laws of the Commonwealth of Pennsylvania.



Michael W. Fisher, Incorporator