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Articles of Incorporation
Filed 7-1-67

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8 pgs.

3-18573

SOUTHEAST BANCORPORATION,
INC.

FILED IN OFFICE OF SECRETARY
OF STATE, STATE OF FLORIDA
by..j.b....on..July.1..196

TOM ADAMS
SECRETARY OF STATE

corp-1

SCOTT MCCARTHY STEEL HECTOR & DAVIS

FIRST NATIONAL BANK BUILDING
MIAMI, FLORIDA 33131

WILL H. PRESTON
OF COUNSEL

June 29, 1967

TELEPHONE 377-3611

PAUL R. SCOTT
ALFRED L. MCCARTHY
WILLIAM C. STEEL
LOUIS J. HECTOR
DARRETT A. DAVIS
PHILLIP GOLDMAN
MARSHALL S. SCOTT
DWAYNE DULLINAN
GEORGE W. WRIGHT, JR.
WILSON SMITH
WILLIAM S. MILLIAN
GEORGE L. PATTERSON, JR.
ERNEST J. HEVETT
JERRY S. CRICRETT
TALBOT DALEMBERT
JAMES H. SWIFT, III
JOHN EDWARD SMITH
PAUL RICE TOOMEY
NORMAN A. COLL

Mr. Roy Allen
Office of the Secretary of State
Corporations Division
State Capitol
Tallahassee, Florida

SOUTHEAST BANCORPORATION, INC.

Dear Roy:

Thank you once again for being so helpful to us. As you requested, I have enclosed the following for your personal attention:

- 1) Articles of Incorporation of Southeast Bancorporation, Inc.
- 2) Six copies of said Articles for purposes of obtaining certified copies.
- 3) Certificate amending the Articles of Incorporation of the name-saving company that is presently called "Southeast Bancorporation, Inc." (You will remember that no stock was ever issued for any corporate act taken by this entity).
- 4) Check made payable to the Secretary of State of Florida in the amount of \$3,270.50.

The new Southeast Bancorporation, Inc. will have authorized stock of five million shares of \$5.00 par value. Accordingly, we calculate the filing tax for the corporation to be \$3,237.50. We have also included in the total amount \$5.00 filing fee, \$10.00 filing fee for change of name, and \$18.00 for six certified copies. If any additional amounts are owed, we will, of course, promptly forward them to you.

We would greatly appreciate having the new corporation become effective on July 1, 1967, and the change of name take place on the same date. Please call me or Read Tenny if there are any problems of any kind. I have drawn a rather awkward Certificate of name change and if it is not satisfactory, we will supplement it as you desire.

Thank you again.

Sincerely,
John Edward Smith
For the Firm

C. TAX	3,237.50
FEES	23.00
R. AGENT	1.00
C. COPY	1.00
TOTAL	3,262.50
N. BANK	2,262.50
BALANCE DUE	1,000.00
REFUND	100.00

JES:pjr
Enclosures

FILED
JUL 9 1967
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

First Florida
of us here

Note
Paul

72400-33277.50

72500-33277.50

72600-33277.50

ARTICLES OF INCORPORATION
OF
SOUTHEAST BANCORPORATION, INC.

FILED
JAN 19 09 AM '37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby make, subscribe and acknowledge
the following Articles of Incorporation :

ARTICLE I

The name of the corporation shall be SOUTHEAST BANCORPORATION,
INC.

ARTICLE II

The general nature of the business to be transacted by this
corporation shall be the carrying on of any business, occupation, under-
taking or enterprise and the exercising of any power or authority which
may be done by a private corporation organized and existing under and by
virtue of Chapter 608, Florida Statutes, it being the intention that
this corporation may conduct and transact any business lawfully authorized
and not prohibited by Chapter 608, Florida Statutes.

Without limiting the generality of the foregoing, the corporation
may subscribe for, purchase, or otherwise acquire, own, hold for invest-
ment or otherwise, sell, exchange, mortgage, pledge, hypothecate, or
otherwise deal with, and dispose of, any and all securities, as such
term is hereinafter defined, and to possess and exercise any and all the
rights, powers, and privileges of ownership of any and all such securities,
including the right to vote thereon or assent with respect thereto for any
and all purposes, and to issue or deliver in payment or exchange, in
whole or in part for any securities, its own securities, or to make
payment therefor by any other lawful means.

The term "securities" as used in these Articles of Incorporation
shall mean any and all stocks, bonds, debentures, notes, acceptances,
evidences of indebtedness or other obligations, certificates of interest

or participation in any property or ventures, script, interim receipts, voting trust certificates, any interests or instruments commonly known as securities, and any and all certificates of interest or participation in, or of deposit of, any of the foregoing, or receipts for, guaranties of, or warrants or rights to subscribe for or purchase the same.

ARTICLE III

The number of shares of capital stock which this corporation shall be authorized to have outstanding at any time is 5,000,000 shares of Common Stock with a par value of \$5.00 per share, all of which shall be issued fully paid and non-assessable.

Holders of Common Stock shall have preemptive rights, during a reasonable time and on reasonable conditions, both to be fixed by the Board of Directors, to subscribe pro rata for any additional shares of Common Stock or other securities of the Corporation (including stocks, bonds, notes or debentures) convertible into Common Stock of the Corporation which may hereafter be issued for cash.

Holders of Common Stock shall not have any preemptive right to subscribe to any of the aforementioned securities which are not issued for cash or any preemptive right to subscribe to any other securities whether or not issued for cash. Holders of securities other than Common Stock shall not have any preemptive or other rights to subscribe for, or rights of conversion into, stock of the Corporation, except such rights, if any, as may be expressly granted by the Board of Directors and be approved by stockholders.

The principle of cumulative voting shall be observed in the election of Directors.

ARTICLE IV

The amount of capital with which this corporation shall begin business is not less than \$500.00.

ARTICLE V

The existence of this corporation shall be perpetual.

ARTICLE VI

The principal office and place of business of this corporation shall be located at the City of Miami, County of Dade and State of Florida, and its post office address there shall be, at present, 100 South Biscayne Boulevard, but this corporation may establish and maintain its principal office, or other offices, at other places in or outside of the United States of America, as its Board of Directors may from time to time determine.

ARTICLE VII

The number of directors of this corporation shall be the number from time to time fixed by the stockholders, or by the directors, in accordance with the terms and conditions of the By-Laws but at no time shall said number of directors be less than three (3).

ARTICLE VIII

The names and addresses of the first Board of Directors who shall hold office for the first year of the existence of the corporation or until their successors are elected, appointed and have qualified, are as follows:

Harry Hood Bassett

100 South Biscayne Boulevard
Miami, Florida 33131

Carl H. Bruns

100 South Biscayne Boulevard
Miami, Florida 33131

Thomas F. Fleming, Jr.

100 South Biscayne Boulevard
Miami, Florida 33131

Edward F. Swenson, Jr.

100 South Biscayne Boulevard
Miami, Florida 33131

Louis J. Hector

100 South Biscayne Boulevard
Miami, Florida 33131

Roy H. Hawkins

100 South Biscayne Boulevard
Miami, Florida 33131

Mitchell Wolfson

100 South Biscayne Boulevard
Miami, Florida 33131

ARTICLE IX

The name and address of each subscriber of this Certificate of Incorporation is as follows:

Harry Hood Bassett	100 South Biscayne Boulevard Miami, Florida 33131
Carl H. Bruns	100 South Biscayne Boulevard Miami, Florida 33131
Thomas F. Fleming, Jr.	100 South Biscayne Boulevard Miami, Florida 33131

ARTICLE X

The corporation shall hold harmless and indemnify each Officer and Director for any loss or damage that he may sustain and costs and expenses that he may incur on account of any claim, demand, suit or action made, threatened or brought against him or involving him as a party or otherwise, in any civil, criminal, investigative or administrative proceeding, by reason of any act done or omitted by him in good faith, as an Officer or Director or in serving, at the request of the corporation, as an Officer or Director of any other corporation, for a purpose which he reasonably believed to be in the best interests of the corporation and, in a criminal proceeding, which he had no reasonable cause to believe was unlawful. The indemnity hereby provided shall extend to former officers and directors for such acts done or omitted during their tenure of office.

IN WITNESS WHEREOF, we, the undersigned, have made, subscribed and acknowledged this Certificate of Incorporation this 29th day of June, 1967.

Harry Hood Bassett (SEAL)
HARRY HOOD BASSETT

Carl H. Bruns (SEAL)
CARL H. BRUNS

Thomas F. Fleming, Jr. (SEAL)
THOMAS F. FLEMING, JR.

STATE OF FLORIDA)

: ss.
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared
HARRY HOOD BASSETT, CARL H. BRUNS and THOMAS F. FLEMING, JR., each
to me well known to be the persons described in and who executed the
foregoing Certificate of Incorporation, and each of them acknowledged
before me, according to law, that they made and subscribed the same
for the purposes therein expressed and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official
seal this 29th day of June, 1967.

Gretchen A. Jones
Notary Public, State of Florida at Large.

NOTARY PUBLIC, STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES APR. 14, 1970
My Commission expires APR. 14, 1970