

D96000090402

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 NOV -4 PM 3:07

DATE October 17, 1996

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: FIRST CAPITAL, , Inc.
(Name of Corporation)

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours.

500001980405--8
-10/18/96--01092--004
****122.50 ****122.50

(Individual's Name)
RUSSELL E. GRUBBS

FIRST CAPITAL, INC.
(Name of Corporation)

*789,503,671
11/96 - 22448*

| | | |
|--------------------------------|----------|------|
| MAILING ADDRESS OF CORPORATION | | |
| P.O. 5905 | | |
| Ocala, FL 34478-5905 | | |
| PHONE | | |
| (352) | 732-9853 | |
| Area Code | Number | Ext. |

RUSSELL E. GRUBBS
P.O. Box 5905
OCALA, FLORIDA 34478

October 28, 1996

Att: Ms. Doris Brown
Document Specialist
Florida Dept. of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: First Capital, Inc.
Ref. Number: W96000022448

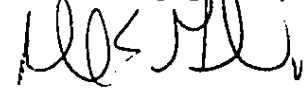
Dear Ms. Brown:

Thank you for your letter of October 22, 1996, a copy of which is enclosed for reference.

Also enclosed please find Articles of Incorporation for **FIRST CAPITAL FINANCIAL SERVICES, INC.**

Kindly apply the check rendered with the first submission to this filing. Thank you for your assistance. I look forward to hearing from you regarding the enclosed.

Very truly yours,



RUSSELL E. GRUBBS

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encls.



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 22, 1996

RUSSELL E. GRUBBS
POST OFFICE BOX 5905
OCALA, FL 34478-5905

SUBJECT: FIRST CAPITAL, INC.
Ref. Number: W96000022448

We have received your document for FIRST CAPITAL, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6972.

Doris Brown
Document Specialist

Letter Number: 696A00048587

ARTICLES OF INCORPORATION

OF

FIRST CAPITAL FINANCIAL SERVICES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 NOV -4 PM 3:07

ARTICLE I - Name

The name of this corporation is FIRST CAPITAL FINANCIAL SERVICES, INC.

ARTICLE II - Duration

This corporation shall have perpetual existence

ARTICLE III - Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - Capital Stock

This corporation is authorized to issue 7,500 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V - Initial Street Address

The street address of the principal office of this corporation is: 1024 E. Silver Springs Blvd., Ocala, Florida 34470.

ARTICLE VI - Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by the by-laws, but shall never be less than one (1). The name and address of the initial director of this corporation is: RUSSELL E. GRUBBS, 1024 E. Silver Springs Blvd., Ocala, Florida 34470.

ARTICLE VII - Incorporator

The name and address of the person signing these articles is: RUSSELL E. GRUBBS, 1024 E. Silver Springs Blvd., Ocala, Florida 34470.

ARTICLE VIII - Bylaws

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

ARTICLE IX - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to full extent permitted by law.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 NOV 26 PM 3:07

ARTICLE X - Registered Agent

In accordance with Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That FIRST CAPITAL FINANCIAL SERVICES, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in these Articles of Incorporation, at the City of Ocala, County of Marion, and State of Florida, has named RUSSELL E. GRUBBS, located at 1024 E. Silver Springs Blvd., Ocala, Florida 34470, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



RUSSELL E. GRUBBS,
Registered Agent

IN WITNESS WHEREOF the undersigned subscriber has executed these Articles of Incorporation this 28 day of October, 1996.

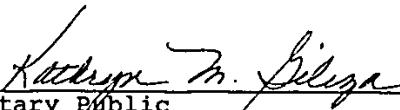


RUSSELL E. GRUBBS, Subscriber

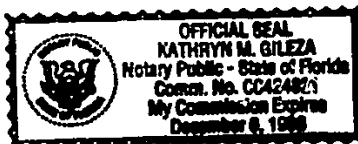
STATE OF FLORIDA:
COUNTY OF MARION:

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared RUSSELL E. GRUBBS, known to me and known by me to be the person who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 28 day of October, 1996.



Notary Public
State of Florida at Large



First Capital 91402



FINANCIAL SERVICES

February 24, 1997

700002096757--9
-02/25/97--01082--005
*****35.00 *****35.00

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

Re: Amendment of Articles of Incorporation
First Capital Financial Services, Inc.
Charter Number P96000090402


Dear Sir/Madam:

Please find enclosed Amendment of Articles of Incorporation changing the name of the corporation from First Capital Financial Services, Inc. to First Capital Home Mortgage, Inc.

Our check in the sum of \$35.00, representing the filing fee for the amendment is also enclosed.

Thank you for your attention to this matter.

Very truly yours,


RUSSELL E. GRUBBS
President

k
encls.

97 FEB 24 10 47 AM '97
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
APPROVED
AND
FILED

04
P96000090402
NO Amend
2-24-97

ARTICLES OF AMENDMENT


The Articles of Incorporation of FIRST CAPITAL FINANCIAL SERVICES, INC., which was filed on November 4, 1996, Charter Number P96000090402, is hereby amended as follows:

The name of the corporation is changed to:

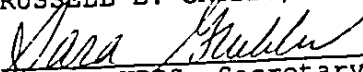
FIRST CAPITAL HOME MORTGAGE, INC.

The foregoing Amendment was adopted by unanimous written consent of all the directors and shareholders of said corporation in lieu of a special meeting of the Board of Directors and Shareholders as authorized by law on the 24th day of February, 1997.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles of Amendment this 24th day of February, 1997.



RUSSELL E. GRUBBS, President

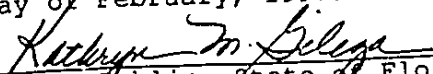


SARA GRUBBS, Secretary

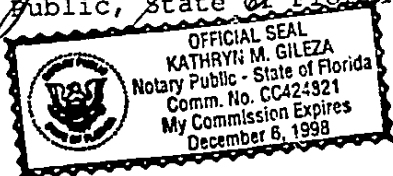
STATE OF FLORIDA)
COUNTY OF MARION) SS:

Before me, the undersigned authority, personally appeared RUSSELL E. GRUBBS and SARA GRUBBS, known to me to be the persons who executed the foregoing Articles of Amendment, and they acknowledged before me that they executed those Articles of Amendment for the purpose therein stated.

In Witness Whereof, I have hereunto set my hand and seal this 24 day of February, 1997.



Notary Public, State of Florida



RECORDED
INDEXED
FEB 27 1997
MARION COUNTY
FLORIDA