

**CORPORATE  
ACCESS,  
INC.**

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32363  
P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

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1.) First BFA, Inc.

(CORPORATE NAME & DOCUMENT #)

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ARTICLES OF INCORPORATION OF  
FIRST BFA, INC.

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ARTICLE I. NAME AND ADDRESS

The name of the Corporation is FIRST BFA, INC. ("Corporation"). The principal and mailing address of the Corporation is 251 South County Road, Palm Beach, Florida 33480.

ARTICLE II. PURPOSES

This Corporation is organized for the purpose of transacting any and all lawful business for which a Corporation may be formed under Chapter 607 of the Florida Statutes.

ARTICLE III. POWERS

The Corporation shall possess and may exercise all of the powers and privileges conferred on a Corporation under the laws of the State of Florida, together with all powers necessary or convenient to the conduct, promotion or attainment of the activities or purposes of the Corporation, limited only by the restrictions set forth in these Articles of Incorporation or the Corporation's By-laws.

ARTICLE IV. TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE V. MEMBERSHIP

The members shall be selected and removed and shall have such rights, privileges, powers and duties as provided in the By-laws of the Corporation as amended from time to time.

ARTICLE VI. BOARD OF DIRECTORS

Section 1. The business and affairs of this Corporation shall be managed by a Board of Directors, whose members are referred to herein as Directors.

Section 2. The Directors of the Corporation shall be selected from among those individuals who have an interest and who possess the ability to participate effectively in the discharge of the responsibilities of the Board of Directors. The Directors of the Corporation shall be elected for terms and in the manner provided in the By-laws from time to time.

Section 3. The Board of Directors shall act for the Corporation and shall have the power to decide all matters relating to the conduct of the business of the Corporation.

Section 4. As of the Date of filing of these Articles of Incorporation, the names of the members of the Board of Directors who shall hold office until their successors are elected and have qualified as provided in the By-laws of the Corporation then in existence, or until resignation or removal, are as follows:

RORY A. BROWN  
13345 ROLLING GREEN ROAD  
NORTH PALM BEACH, FLORIDA 33408

JUDITH A. BROWN  
13345 ROLLING GREEN ROAD  
NORTH PALM BEACH, FLORIDA 33408

Section 5. The number of Directors of the Corporation shall be not less than 1 and the number of Directors of the Corporation may be changed from time to time as provided in the By-laws.

Section 6. Directors shall be elected, removed and hold office as provided in the By-laws.

#### ARTICLE VII. OFFICERS

Section 1. The officers of the Corporation shall include a President, a Secretary and a Treasurer. The Corporation may have additional officers, assistant officers and agents including, without limitation, one or more Vice-Presidents, all as provided in the By-laws of the Corporation.

Section 2. The officers shall be elected, hold office and removed as provided in the By-laws.

Section 3. The officers shall have such powers and responsibilities as provided in the By-laws of the Corporation.

#### ARTICLE VIII. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. Terms used in this Article VIII shall have the meanings ascribed to them in Florida Statutes Sections 607.0850 or any amended or successor sections of the Florida Statutes.

Section 2. Except as may otherwise be provided herein, the Corporation shall, to the fullest extent authorized or permitted by the Florida Statutes, as the same may be amended or modified from time to time, other than F.S. Section 607.0850(7) or any amended or successor section, indemnify any officer, Director, employee or agent who was or is a party to any proceeding against (a) in the case of any proceeding other than an action by or in the right of the Corporation, liability incurred in connection with such proceeding including any appeal thereof, or (b) in the case of any proceeding by or in the right of the Corporation, expenses and amounts paid in settlement not exceeding, in the judgment of the Board of Directors, the estimated expense of litigating the proceeding to conclusion; provided, however, that the Corporation shall not, under this Section 2 or Section 4, indemnify any officer, Director, employee or agent if a judgment, settlement or other final adjudication establishes that the officer's, Director's, employee's or agent's actions or omissions to act (i) are not acts on which a proceeding specified in (a) or (b) is based and in which the officer, Director, employee or agent has been successful on the merits or otherwise in defending or has been successful in defending any claim, issue or matter therein or (ii) (1) were material to the cause of action so adjudicated and (2) constitute:

- (a) a violation of the criminal law, unless the officer, Director, employee or agent had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful;
- (b) a transaction from which the officer, Director, employee or agent derived an improper personal benefit, either directly or indirectly;
- (c) in the case of a Director, a circumstance under which the liability provisions of F.S. Section 607.0834, governing a Director's liability for unlawful distribution to shareholders, is applicable; or
- (d) willful misconduct or a conscious disregard for the best interests of the Corporation in a proceeding by or in the right of the Corporation to procure a judgment in its favor or in a proceeding by or in the right of a shareholder.

**Section 3.** Notwithstanding the failure of the Corporation to provide indemnification due to a failure to satisfy the conditions of Section 2 of this Article VIII and despite any contrary determination of the Board of Directors, an officer, Director, employee or agent of the Corporation who is or was a party to a proceeding may apply for indemnification or advancement of expenses, or both; to the court conducting the proceeding, to the circuit court, or to another court of competent jurisdiction. On receipt of an application, such court, after giving any notice that it considers necessary, may order indemnification and advancement of expenses, including expenses incurred in seeking court-ordered indemnification or advancement of expenses, if the court determines that:

- (a) the officer, Director, employee or agent is entitled to mandatory indemnification pursuant to F.S. Section 607.0850(3) or any amended or successor section, in which case the court shall also order the Corporation to pay such person reasonable expenses incurred in obtaining court-ordered indemnification or advancement of expenses; or
- (b) the officer, Director, employee or agent is entitled to indemnification or advancement of expenses, or both, by virtue of the Corporation's exercise of its authority pursuant to Section 3 or Section 4.

It is the express intention and desire of the Corporation to avoid any obligation to indemnify or advance expenses to any officer, Director, employee or agent if (i) the officer, Director, employee or agent is not entitled to mandatory indemnification pursuant to Section 3(a) of this Article VIII or (ii) the Corporation has not otherwise agreed to indemnify or advance expenses to such officer, Director, employee or agent pursuant to Section 3(b). The Corporation does not recognize and will not permit any officer's, Director's, employee's or agent's application for indemnification or advancement of expenses, or both, to any court if the application is not based in its entirety on a claim that the officer, Director, employee or agent is entitled to mandatory indemnification or advancement of expenses, or both, or that the officer, Director, employee or agent is entitled to indemnification or advancement of expenses, or both, by virtue of the Corporation's exercise of its authority pursuant to Section 4 of this Article VIII.

**Section 4.** Section 2 shall not be construed to mean that indemnification by the Corporation is not permitted. Subject nevertheless to the limitations of Section 2, the Corporation may, in its sole discretion,

make any other or further indemnification or advancement of expenses to any officer, Director, employee or agent under any By-law, agreement, vote of shareholders, or disinterested Directors, or otherwise, both as to actions of such officer, Director, employee or agent in his or her official capacity and as to actions in another capacity while holding such office.

Section 5. Any indemnification under this Article VIII shall be made by the Corporation only as authorized in a specific case upon a determination that indemnification of the officer, Director, employee, or agent is proper under the circumstances because he or she has met the applicable standard of conduct set forth in this Article VIII. Such determination shall be made:

- (a) By the Board of Directors, by a majority vote of a quorum consisting of Directors who were not parties to such proceeding;
- (b) If such a quorum is not obtainable or, even if obtainable, by majority vote of a committee duly designated by the Board of Directors (in which Directors who are parties may participate) consisting solely of two or more Directors not at the time parties to the proceeding;
- (c) By independent legal counsel:
  - (i) Selected by the Board of Directors prescribed in Section 5(a) or the committee prescribed in Section 5(b),
  - (ii) If a quorum of the Directors cannot be obtained for purposes of Section 5(a) and the committee cannot be designated for purposes of Section 5(b), independent legal counsel selected by a majority vote of the full Board of Directors (in which event Directors who are parties may participate); or
- (d) By the shareholders of the Corporation, by a majority vote of a quorum consisting of shareholders who were at the time not parties to such proceeding, or if no such quorum is obtainable, by a majority vote of shareholders who were not parties to such proceeding.

Section 6. Expenses incurred by an officer or Director in defending a civil or criminal proceeding may be paid by the Corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such officer or Director to repay such amount if he or she is ultimately found not to be entitled to indemnification by the Corporation pursuant to this Article VIII. Expenses incurred by an employee or agent may be paid in advance of the final disposition of such proceeding upon such terms and conditions as the Board of Directors may, from time to time, deem appropriate, but which terms will require, at minimum, the receipt of an undertaking by or on behalf of such employee or agent to repay such amount if he or she is ultimately found not to be entitled to indemnification by the Corporation pursuant to this Article VIII.

Section 7. Indemnification and/or advancement of expenses as provided in this Article VIII shall continue as, unless otherwise provided, when such indemnification and/or advancement of expenses is authorized or ratified, to a person who has ceased to be an officer, Director, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

Section 8. If any part of this Article VIII shall be found to be invalid or ineffective in any proceeding, the validity and effect of the remaining part thereof shall not be affected.

#### ARTICLE IX. STOCK

Section 1. Authorized Shares. The total number of shares of all classes of stock which the Corporation shall have authority to issue is two million (2,000,000) shares divided into two classes of which one million (1,000,000) shall be common stock (hereinafter the "Common Stock"), \$10.00 par value, and one million (1,000,000) shall be preferred stock (hereinafter the "Preferred Stock"), \$100.00 par value. The number of authorized shares of Common Stock and/or Preferred Stock may be increased or decreased by the affirmative vote of the holders of a majority of the stock of the Corporation entitled to vote without a separate vote of the holders of Preferred Stock as a class.

Section 2. Common Stock. Subject to the rights of the holders of shares of any series of the Preferred Stock, and except as may be expressly provided with respect to the Preferred Stock or any series thereof herein or in a resolution of the Board of Directors establishing such series or by law:

- (a) The holders of Common Stock shall be entitled to receive, when and if declared - by the Board of Directors, out of the assets of the Corporation which are by law available therefor, dividends payable either in cash, in property, or in shares of Corporation's capital stock.
- (b) Each share of Common Stock shall be entitled to one vote for the election of directors and on all other matters requiring stockholder action.

Section 3. Preferred Stock. The designations and the powers, preferences and rights, and the qualifications, limitations or restrictions thereof, of the Preferred Stock shall be as follows:

- (a) Holders of shares of the Preferred Stock shall be entitled to receive dividends at the rate of \$20.00 per share per annum in accordance with the provisions of paragraph 3.(b) below. In the event of any voluntary or involuntary liquidation, dissolution, or winding up of the Corporation, the holders of the Preferred Stock shall receive the sum of \$100.00 per share plus all accrued and unpaid dividends in accordance with the provisions of paragraph 3.(c) below.
- (b) The holders of the Preferred Stock, in preference to the holders of the Common Stock, shall be entitled to receive dividends out of any funds legally available for that purpose. The dividend shall be payable annually on the first day of April. Dividends shall accrue and be cumulative from the date issued.
- (c) In no event, so long as any Preferred Stock shall be outstanding, shall any distribution be made to any of the holders of the Common Stock unless and until all dividends on the Preferred Stock for all past periods and for the then current period shall have been paid or declared and a sum sufficient for the payment thereof set apart. "Distribution" as used in this paragraph means (1) the transfer of cash or property without consideration, whether by way of dividend or otherwise, and (2) the purchase or redemption of shares of the Corporation for cash or property, including any transfer, purchase, or redemption by a

subsidiary of the Corporation. Distribution does not include dividends in shares of the Corporation. The time of any distribution by way of dividend shall be the date it is transferred by the Corporation. The time of any distribution by purchase or redemption of shares shall be the date cash or property is transferred by the Corporation, whether or not pursuant to a contract of an earlier date. When a negotiable debt security is issued in exchange for shares, the time of the distribution is the date when the Corporation acquires the shares in such an exchange.

- (d) Subject to the foregoing provisions of paragraph 3.(b) above, the Board of Directors may declare, out of any funds legally available therefor, additional dividends, but such additional dividends shall be made equally to all outstanding Common shares.
- (e) In the event of any voluntary or involuntary liquidation, dissolution, or winding up of the affairs of the Corporation, before any distribution or payment shall be made to the holders of the Common Stock, the holders of the Preferred Stock shall be entitled to be paid in full the liquidation preferences specified in paragraph 3.(a) above, together with accrued and unpaid dividends to such distribution payment date.
- (f) Neither the merger of the Corporation with or into another Corporation nor the sale of all or substantially all of its assets shall be deemed a liquidation, dissolution, or winding up of the affairs of the Corporation within the meaning of paragraph 3.(e).
- (g) If, on any liquidation, dissolution, or winding up of the affairs of the Corporation, payment shall have been made in full to the holders of the Preferred Stock, the remaining assets and funds of the Corporation shall be distributed equally to all outstanding shares, preferred and common.
- (h) The holders of Preferred Stock have no right to vote on any matter.

Section 4. Additional Preferred Stock.

- (a) The Board of Directors is expressly authorized at any time, and from time to time, to amend these Articles of Incorporation to provide for the issuance of an additional series of Preferred Stock, with such par value, voting powers, full or limited (including, without limitation, more than one vote, less than one vote or one vote per share and the ability to vote separately as a class or together with all or some of the other classes or series of capital stock on all or certain of the matters to be voted on by the stockholders of the Corporation), or no voting powers, and with such designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, as shall be stated and expressed in the resolution or resolutions providing for the issuance thereof adopted by the Board of Directors, including but not limited to the following:
  - (i) the designation and number of shares constituting such series;
  - (ii) the dividend rate or rates of such series, if any, or the manner of determining such rate or rates, if any, the conditions and dates upon which such dividends shall be payable, the preference or relation which such dividends shall bear to the

dividends payable on any other class or classes or of any other series of capital stock and whether such dividends shall be cumulative or non-cumulative, and if cumulative, from which date or dates;

- (iii) whether the shares of such series shall be subject to redemption by the Corporation, and, if made subject to such redemption, the times, prices and other terms and conditions of such redemption;
  - (iv) the terms and amount of any sinking fund provided for the purchase or redemption of the shares of such series;
  - (v) whether the shares of such series shall be convertible into or exchangeable for shares of any other class or classes or of any other series of any class or classes of capital stock of the Corporation, and, if provision be made for conversion or exchange, the time, prices, rates, adjustments and other terms and conditions of such conversion or exchange;
  - (vi) the extent, if any, to which the holders of the shares of such series shall be entitled to vote as a class or otherwise, and if so entitled, the number of votes to which such holder is entitled, with respect to the election of directors or otherwise;
  - (vi) the restriction, if any, on the issue or reissue of any additional series of Preferred Stock; and
  - (vii) the rights, if any, of the holders of the shares of such series in event of voluntary or involuntary liquidation, dissolution or winding up.
- (b) Subject to any limitations or restrictions stated in the resolution or resolutions of the Board of Directors originally fixing the number of shares constituting a series, the Board of Directors may by resolution or resolutions likewise adopted, increase or decrease (but not below the number of shares of the series then outstanding) the number of shares of the series subsequent to the issue of that series, and in case the number of shares of any series shall be so decreased the shares constituting the decrease shall resume that status which they had prior to the adoption of the resolution originally fixing the number of shares.

#### ARTICLE X. REGISTERED OFFICE AND AGENT

Section 1. The street address of the Registered Office of this Corporation is 251 SOUTH COUNTY ROAD, PALM BEACH, FLORIDA 33480.

Section 2. The name of the Registered Agent of this Corporation located at the address of the Registered Office is JONNA BROWN, ESQUIRE c/o DUNWODY WHITE & LANDON, P.A.



ARTICLE XI. AMENDMENT OF BY-LAWS

The power to adopt, alter, amend or repeal By-laws for the Corporation shall be vested only in the members, as more specifically provided in the By-laws.

ARTICLE XII. AMENDMENT OF ARTICLES OF INCORPORATION

The power to alter, amend or repeal these Articles of Incorporation shall be vested only in the members, as more specifically provided in the By-laws.

IN WITNESS WHEREOF, the undersigned sole Incorporator has executed these Articles of Incorporation this 27<sup>th</sup> day of NOVEMBER, 1998.

Rory A. Brown  
RORY A. BROWN  
Sole Incorporator

CERTIFICATE DESIGNATING  
REGISTERED AGENT AND REGISTERED OFFICE

In compliance with Florida Statutes Sections 48.091 and 607.034, the following is submitted:

FIRST BFA, INC. as a corporation under the laws of the State of Florida has designated 251 SOUTH COUNTY ROAD, PALM BEACH, FLORIDA 33480 as its Registered Office and has named JONNA BROWN, ESQUIRE, located at said address as its Registered Agent.

By: Jonna S. Brown  
JONNA S. BROWN, ESQUIRE  
Sole Incorporator

Having been named Registered Agent for the above-referenced Corporation at the above-designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.091, as amended from time to time, relative to keeping open said office.

Jonna S. Brown  
JONNA BROWN, ESQUIRE, Registered Agent

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**CORPORATE  
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1.)        (CORPORATE NAME & DOCUMENT #) 000002243280--1  
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2.)        (CORPORATE NAME & DOCUMENT #)

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SPECIAL INSTRUCTIONS       

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Document	<u>Don</u>
Examiner	<u>Don</u>
Updater	<u>Don</u>
Update	<u>Don</u>
Verifier	<u>Don</u>
Additional Agent	<u>Don</u>
Year Verifier	<u>Don</u>

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ARTICLES OF AMENDMENT  
OF  
FIRST BFA, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. ARTICLE I - NAME AND ADDRESS of the Articles of Incorporation of FIRST BFA, INC. is hereby amended to read:

"ARTICLE I - NAME AND ADDRESS

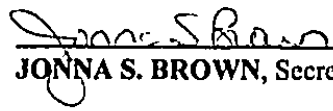
The name of the Corporation is AFFINITY CAPITAL CORPORATION ("Corporation"). The principal and mailing address of the Corporation is 251 South County Road, Palm Beach, Florida 33480."

2. The foregoing Amendment was adopted unanimously by the Shareholders of the Corporation on the 30<sup>th</sup> day of June, 1997.

IN WITNESS WHEREOF, the undersigned President, Treasurer and Secretary of the Corporation have executed and acknowledged these Articles of Amendment this 30<sup>th</sup> day of June, 1997.

  
\_\_\_\_\_  
RORY A. BROWN, President

  
\_\_\_\_\_  
JUDITH A. BROWN, Treasurer

  
\_\_\_\_\_  
JONNA S. BROWN, Secretary

WRITTEN ACTION  
OF  
SHAREHOLDERS AND DIRECTORS  
OF  
FIRST BFA, INC.

The undersigned, being all of the shareholders and all of the directors of FIRST BFA, INC., a Florida Corporation (the "Corporation"), by their signature hereto pursuant to Florida Statutes Sections 607.0704 and 607.0821 adopt this WRITTEN ACTION in lieu of a formal meeting, waive all notice of such meeting, and consent to approve and ratify the following corporate acts:

1. RESOLVED that ARTICLE I - NAME AND ADDRESS of the Articles of Incorporation of the Corporation be amended as follows:

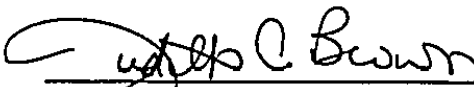
"ARTICLE I - NAME AND ADDRESS

The name of the Corporation is AFFINITY CAPITAL CORPORATION ("Corporation"). The principal and mailing address of the Corporation is 251 South County Road, Palm Beach, Florida 33480."

2. BE IT FURTHER RESOLVED that the President, Treasurer and Secretary be and they are hereby empowered and authorized to take any and all action necessary to consummate the foregoing.

Dated at Palm Beach, Florida this 30<sup>TH</sup> day of June, 1997.

  
\_\_\_\_\_  
RORY A. BROWN, Director and  
Shareholder

  
\_\_\_\_\_  
JUDITH A. BROWN, Director and  
Shareholder


**WRITTEN ACTION OF SHAREHOLDERS AND DIRECTORS  
IN LIEU OF SPECIAL MEETING  
OF AFFINITY CAPITAL CORPORATION**


THE UNDERSIGNED, Rory A. Brown and Judith A. Brown, being the shareholders and directors of AFFINITY CAPITAL CORPORATION, a Florida corporation (the "Corporation"), by their signature hereto pursuant to Florida Statutes Sections 607.0704 and 607.0821, adopt this WRITTEN ACTION in lieu of a formal special meeting, waive all notice of such special meeting, and consent to approve and ratify the following corporate acts:

BE IT FURTHER RESOLVED, that the following persons are hereby elected to serve as Officers of the Corporation until the next Annual Meeting and until their successors are elected:

SENIOR VICE PRESIDENT	THOMAS C. MAY
EXECUTIVE VICE PRESIDENT	IVOR T. ROZOWSKY
EXECUTIVE VICE PRESIDENT	STEPHEN C. WILHOIT
VICE PRESIDENT	ROBERT W. MELLISH

DATED: July 8, 1997.

  
\_\_\_\_\_  
RORY A. BROWN, *Director and  
Shareholder*

  
\_\_\_\_\_  
JUDITH A. BROWN, *Director and  
Shareholder*