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Pennington Law Firm
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Call Marsha - 222-3533

RECEIVED
97 FEB 18 PM 3:32
DIVISION OF CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB 18 PM 3:57

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****175.00 ****175.00

OFFICE USE ONLY

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

1. *Credit Union 24, INCORPORATE A*
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☒ Walk in ☐ Pick up time _____ ☒ ² Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
☒	Profit
☐	NonProfit
☐	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
☐	Name Reservation

REGISTRATION/ QUALIFICATION	
☐	Foreign
☐	Limited Partnership
☐	Reinstatement
☐	Trademark
☐	Other

*Some people have
928374*

928374 FEB 19 1997

Examiner's Initials

December 2, 1996

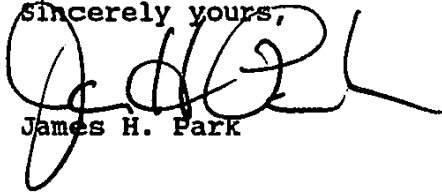
Florida Secretary of State
409 E. Gaines Street
Tallahassee, FL 32399

RE: Credit Union 24, Incorporated

To Whom It May Concern:

I am an authorized representative of Florida Credit Union League. Florida Credit Union League is owner of a trademark registration for the above trade name. This shall confirm that Florida Credit Union League consents to use of the name in conjunction with the filing of the Articles of Incorporation of Credit Union 24, Incorporated by the undersigned as incorporator. If there are any questions concerning the filing of this permission letter, please contact my attorney, Cathi C. Wilkinson at 222-3533.

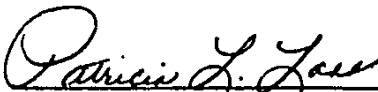
Sincerely yours,


James H. Park

STATE OF FLORIDA,
COUNTY OF LEON.

Before me personally appeared JAMES H. PARK to me well known and known to me to be the person described in and who executed the foregoing instrument, and acknowledged before me that he executed the same instrument for the purposes therein expressed.

WITNESS my hand and official seal this 9th day of December, 1996.



NOTARY PUBLIC, STATE OF FLORIDA



PATRICIA L. LADD
MY COMMISSION # CC374218 EXPIRES
June 24, 1998
BONDED THROUGH TROY FARM INSURANCE, INC.

Print, Type or Stamp Name of Notary

Personally known X or
Type of Identification Produced _____

ARTICLES OF INCORPORATION

OF

CREDIT UNION 24, INCORPORATED

The undersigned hereby makes, subscribes, acknowledges, and files this certificate for the purpose of becoming a corporation for profit under the laws of the State of Florida:

ARTICLE I

Name

The name of this Corporation shall be CREDIT UNION 24, INCORPORATED.

ARTICLE II

Purpose

The purposes for which this Corporation is organized are:

1. To develop, own and operate an Automated Teller Machine (ATM) and Point of Sale (POS) network and to provide such related services as are deemed appropriate by the Board of Directors of the Corporation, including, but not limited to, collecting and paying EFT and access revenues from and to others relating to its participants' transactions;

2. To engage in transactions with members and other patrons on a cooperative, cost basis, and on a for-profit basis with all other customers.

3. To engage in any other lawful purpose or purposes and transact any and all business authorized by applicable law; and

4. To have and exercise all powers conferred by the laws of the State of Florida, it being expressly intended that the foregoing enumeration of specific powers and purposes shall not constitute any limitation or restriction upon such general powers.

ARTICLE III

Agent

The registered agent of this Corporation shall be JAMES H. PARK. The address of the registered agent shall be 3773 Commonwealth Blvd., Tallahassee, FL 32303.

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ARTICLE IV

Existence

This Corporation shall have perpetual existence.

ARTICLE V

Address

The initial street address of the principal office of this Corporation shall be 3773 Commonwealth Blvd., Tallahassee, FL 32303.

ARTICLE VI

Capital Stock

The authorized capital stock of this Corporation shall consist of One Hundred Thousand 500,000 shares of One cent (\$.01) par value voting common stock and 100,000 shares of One cent (\$.01) par value non-voting, non-cumulative preferred stock.

Authority is hereby vested in the Board of Directors of the Corporation to divide the authorized non-voting preferred stock into series, to issue the preferred stock in such series as they may designate, and to fix and determine the relative rights and preferences of each series so established. The Board of Directors may fix and determine the relative rights and preferences of each series so established, with respect to all or any of the following:

- I. The rate or manner of payment of dividends;
- ii. Whether shares may be called or redeemed and, if so, the call or redemption price and terms and conditions of the call or redemption;
- iii. The amount payable upon shares in the event of voluntary or involuntary liquidation;
- iv. Sinking fund provisions, if any, for the call or redemption of shares; and
- v. Terms and conditions, if any, upon which the shares may be converted into another class or series.

The relative rights of each series shall be set forth in full, or summarized, on the stock certificates issued by the Corporation to represent the stock.

Prior to the issue of any shares of a series established by board resolution, the Corporation shall file in the Office of the Department of State a statement setting forth the name of the Corporation, the date of the adoption of the resolution establishing the series, and enclosing a copy of the resolution determining the relative rights and preferences thereof, together

with a statement that the resolution was duly adopted by the Board of Directors. The statement shall be executed and acknowledged by the President and Secretary of the Corporation. Upon the filing of such statement with the Department of State, the resolution establishing and designating the series, and fixing and determining the relative rights and preferences of the series, shall constitute an amendment to the Articles of Incorporation of the Corporation.

Notwithstanding the foregoing, in no event shall the amount of the total issued and outstanding non-voting preferred stock exceed twenty percent (20%) of the total outstanding shares of all classes of stock, nor shall the preferred stock preference dividend amount exceed four percent (4%).

ARTICLE VII

Preemptive Rights, Voting Rights

Holders of the capital stock of the Corporation shall not have the preemptive right to purchase any new shares of stock or securities, or rights to acquire stock or securities of the Corporation.

Each member shareholder shall be entitled to One (1) vote on all matters with respect to which the shareholders are entitled to vote, regardless of the number of shares owned by such member shareholder. Cumulative voting shall not be allowed. Voting shall be restricted to member shareholders only.

A quorum at any meeting of the member shareholders shall consist of one-third of the shares entitled to vote represented in person or by proxy.

ARTICLE VIII

Directors

This Corporation shall have nine (9) directors initially. The number on the Board may be increased or decreased from time to time by vote of the stockholders at an annual or special meeting thereof.

The names and addresses of the initial members of the Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Terry R. West	JAX Navy FCU 4441 Wesconnett Blvd. Jacksonville, FL 32210-7378

<u>Name</u>	<u>Address</u>
R. Larry Scott	Your Campus FCU 2511 N.W. 41st Street Gainesville, FL 32605
Patricia L. Wernicke	Escambia County Employees CU 3695 North L Street Pensacola, FL 32505
Robert Fisher	MacDill FCU 6701 Dale Mabry Highway South Tampa, FL 33611-5109
Greg Thomas	Space Coast CU 20 South Wickham Road Melbourne, FL 32902-2470
Patricia Coker	Bell-Tel FCU 206 Hillcrest Street Orlando, FL 32801
Ray E. Cromer, Jr.	North Florida Education CU 440 North Monroe Tallahassee, FL 32301
Don R. Athearn	SunState FCU 2528 N.W. 63rd Terrace Gainesville, FL 32606
Terry Childress	Virginia Credit Union Services, Inc. 1207 Fenwick Drive Lynchburg, VA 24505

ARTICLE IX

Officers

The affairs of the Corporation shall be managed by the Chairman of the Board and, if elected by the Board, by a President, Vice-President, Secretary and Treasurer. Such officers may be elected annually at the regular meeting of the Board of Directors to be held during the first four months of each calendar year. The officers shall have such duties as are prescribed by the By-Laws or determined by the Board of Directors of the Corporation.

ARTICLE X

Stockholders

The Stockholders of the Corporation shall be limited to members which are duly chartered Federal and State credit unions in

good standing and associations of such credit unions, subsidiaries or other entities affiliated with such credit unions, and such other persons or entities as shall be approved for membership by two-thirds vote of the Board of Directors of the Corporation.

ARTICLE XI

Incorporator

The name and address of the Incorporator is: James H. Park, 3773 Commonwealth Blvd., Tallahassee, FL 32303.

ARTICLE XII

Indemnification

The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he is or was a director, officer, employee, or agent of the Corporation, or is, or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees, judgments, fines and amounts paid in settlement) actually and reasonably incurred by him in connection with such action, suit or proceeding, including appeals, unless he acted with gross negligence or willful misconduct. Determination of any action, suit or proceeding by judgment, order, settlement or conviction shall not create a presumption that the person acted with gross negligence or willful misconduct. The determination of whether a person acted within the standard of conduct described above shall be made in One of the following manners:

- I. A majority vote of a quorum of directors who were not parties to the action, suit or proceeding; or
- ii. If a majority of disinterested directors so requests, by independent legal counsel in a written opinion; or
- iii. If a majority of disinterested directors so requests, by a qualified independent arbitrator.

Success on the merits in defense of any action, suit or proceeding shall be determinative that the person acted within the necessary standard of conduct and no further determination shall be necessary.

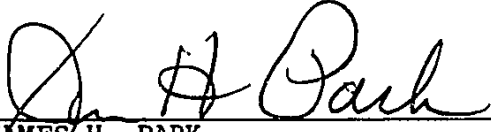
Expenses, including attorneys' fees, incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action,

suit or proceeding, upon a preliminary determination by the disinterested Board members that the person did not act with gross negligence or willful misconduct and upon receipt of an undertaking by such person to repay such amount upon any ultimate determination that he acted with gross negligence or willful misconduct.

Indemnification as provided hereunder shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of his heirs, executors, administrators and assigns.

The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or is, or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation has the power to indemnify him against such liability under the provision of this section.

IN WITNESS WHEREOF, I, the undersigned Incorporator, hereby set my hand and seal this 18 day of February, 1997, for the purpose of forming this Corporation under the laws of the State of Florida, and I hereby make and file in the Office of the Secretary of State in the State of Florida the foregoing Certificate of Incorporation and certify that the facts herein stated are true.



JAMES H. PARK
Incorporator

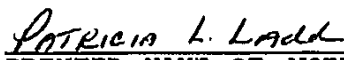
BEFORE ME, the undersigned authority, personally appeared JAMES H. PARK, the Incorporator, who executed the foregoing Articles of Incorporation for the conditions and purposes therein expressed this 18 day of February, 1997.



NOTARY PUBLIC - STATE OF FLORIDA



PATRICIA L. LADD
MY COMMISSION # CC374218 EXPIRES
JUNE 24, 1998
BONDED THRU TROY FARM INSURANCE, INC.



PRINTED NAME OF NOTARY; COMMISSION
NUMBER AND EXPIRATION OF COMMISSION

Personally known to me X
or produced the following identification: _____

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: CREDIT UNION 24, INCORPORATED.

2. The name and address of the registered agent and office is:

James H. Park

(NAME)

3773 Commonwealth Blvd.

(P.O. BOX NOT ACCEPTABLE)

Tallahassee, Florida 32303

(CITY/STATE/ZIP)

SIGNATURE

J. H. Park
JAMES H. PARK

TITLE

SVP./C.OO.

DATE

2/18/97

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

J. H. Park
JAMES H. PARK

DATE

2/18/97

REGISTERED AGENT FILING FEE: \$35.00