

CT CORPORATION SYSTEM

F01000002619

CORPORATION(S) NAME

Fidelity Bankshares II, Inc.

0

FILED
MAY 10 PM 4:17
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

2001 MAY 10 PM 12:39
NOTED FOR
TO AGENCY
SUFFICIENCY OF FILING

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input checked="" type="checkbox"/> Nonprofit	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Other
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Change of RA
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> UCC
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Fictitious Name	<input checked="" type="checkbox"/> EUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Photocopies	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Call If Problem	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out	<input type="checkbox"/> Will Wait	

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

5/10/01

Order#: 4302088

200004193692--1
-05/10/01--01074--020
Ref#: *****87.50 *****87.50

Amount: \$ _____

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

A CCH LEGAL INFORMATION SERVICES COMPANY



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 10, 2001

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: FIDELITY BANKSHARES II, INC.
Ref. Number: W01000010675

WACK-IN

pick-up

FILED
01 MAY 10 PM 4:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for FIDELITY BANKSHARES II, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$87.50 payment.,

Written approval and clearance of the terms BANK, BANKER, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION or words of similar import, must be obtained from the Division of Banking, pursuant to section 655.922(2a), Florida Statutes.

Enclosed is a "Name Approval Request" form to be filled out and sent to the address indicated on the form. If the proposed name is approved by the Division of Banking, resubmit the document and approval letter to the Division of Corporations for filing.

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 (850) 487-6914.

ATTN: Buck Kohr
Corporate Specialist

Letter Number: 801A00028373

Please Buck Date
Thank you!

RECEIVED
DIVISION OF CORPORATIONS
DEPT. OF STATE
2001 MAY 15 PM 3:28
NOTED
TO ADOPTED
SUFFICIENCY OF FILING

FROM

(TUE) 5.15'01 14:26/ST. 14:21/NO. 4860607101 P. 2



OFFICE OF THE COMPTROLLER
DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA
TALLAHASSEE
32399-0350

FILED
01 MAY 10 PM 4:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 14, 2001

Molly Z. Brown
Luse Lehman Gorman Pomerenk & Schick
Attorneys at Law
5335 Wisconsin Avenue, NW, Suite 400
Washington, DC 20015

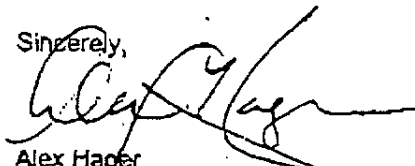
Dear Ms. Brown:

Re: "Fidelity Bankshares II, Inc."

Thank you for your recent letter/fax requesting approval for use of the above-referenced corporate name which will be a holding company for Fidelity Federal Bank and Trust, West Palm Beach, Florida.

As Section 655.922(2), Florida Statutes, exempts a financial institution, holding company or its subsidiaries from the prohibition of using the word "bank," "banker," "banking," "trust company," "savings and loan association," "savings bank," or "credit union" in its corporate name, the Division of Banking will not object to the use of the above corporate name being registered to transact business as a foreign corporation in the state of Florida.

Sincerely,



Alex Hager
Director

:kr.

cc: Karon Beyer, Chief, Bureau of Corporate Records,
Division of Corporations, Secretary of State's Office

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Fidelity Bankshares II, Inc.

(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Molly Z. Brown

(Name of Person)

Luse Lehman Gorman Pomerenk & Schick, P.C.

(Firm/Company)

5335 Wisconsin Avenue, N.W., Suite 400

(Address)

Washington, DC 20015

(City/State and Zip code)

For further information concerning this matter, please call:

Molly Z. Brown

(Name of Person)

at (202) 274-2004

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

☐ \$70.00 Filing Fee

☐ \$78.75 Filing Fee &
Certificate of Status

☐ \$78.75 Filing Fee &
Certified Copy

☒ \$87.50 Filing Fee,
Certificate of Status &
Certified Copy

01 MAY 10 PM 4:47
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Fidelity Bankshares II, Inc.

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware

(State or country under the law of which it is incorporated)

3. Applied For

(FEI number, if applicable)

4. December 14, 2000

(Date of incorporation)

5. perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. upon qualification

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 205 Datura Street, West Palm Beach, Florida 33401

(Principal office address)

205 Datura Street, West Palm Beach, Florida 33401

(Current mailing address)

8. Engage in any lawful activity for which a corporation may be organized under the laws of Delaware.

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box NOT acceptable)

Name: Vince A. Elhilow

Office Address: 205 Datura Street

West Palm Beach

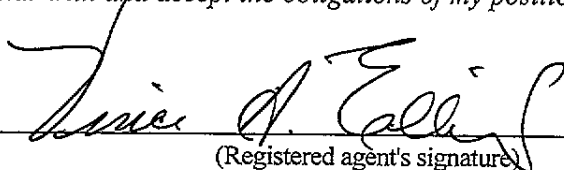
(City)

, Florida 33401

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. **Names and business addresses of officers and/or directors:**

A. DIRECTORS

Chairman: Joseph B. Shearouse, Jr.

Address: 205 Datura Street, West Palm Beach, Florida 33401

Vice Chairman: not applicable

Director: Vince A. Elhilow

Address: 205 Datura Street, West Palm Beach, Florida 33401

Director: Keith D. Beaty

Address: 205 Datura Street, West Palm Beach, Florida 33401

Director: F. Ted Brown, Jr.

Address: 205 Datura Street, West Palm Beach, Florida 33401

Director: Donald E. Warren, M.D.

Address: 205 Datura Street, West Palm Beach, Florida 33401

Director: Karl H. Watson

Address: 205 Datura Street, West Palm Beach, Florida 33401

B. OFFICERS

President & Chief Executive Officer: Vince A. Elhilow

Address: 205 Datura Street, West Palm Beach, Florida 33401

Executive Vice President & Chief Financial Officer: Richard D. Aldred

Address: 205 Datura Street, West Palm Beach, Florida 33401

Executive Vice President: Joseph C. Bova

Address: 205 Datura Street, West Palm Beach, Florida 33401

Executive Vice President and Corporate Counsel: Christopher H. Cook

Address: 205 Datura Street, West Palm Beach, Florida 33401

Executive Vice President: Robert L. Fugate

Address: 205 Datura Street, West Palm Beach, Florida 33401

Secretary: Elizabeth M. Cook

Address: 205 Datura Street, West Palm Beach, Florida 33401

13. Vince A. Elhilow
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Vince A. Elhilow, President and Chief Executive Officer
(Typed or printed name and capacity of person signing application)

FILED
01 MAY 10 PM 4:47
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FIDELITY BANKSHARES II, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTH DAY OF MAY, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

FILED
01 MAY 10 PM 4:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3317629 8300

AUTHENTICATION: 1122932

010222147

DATE: 05-08-01