

F06000004791

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

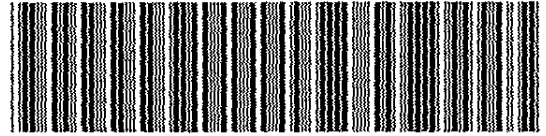
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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06/30/06--01005--001 **70.00

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 3, 2006

LAURA W AUSTIN
7215 FINANCIAL WAY LEGAL DEPARTMENT
JACKSONVILLE, FL 32256

SUBJECT: NETBANK, INC.
Ref. Number: W06000029823

We have received your document for NETBANK, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Written approval and clearance of the words BANK, BANC, BANCO, BANQUE, BANKER, BANKING, TRUST COMPANY, SAVINGS AND LOAN ASSOCIATION, SAVINGS BANK or CREDIT UNION, or words of similar import in any context or any manner must be obtained from the Office of Financial Regulation, pursuant to section 655.922(2a), Florida Statutes.

Enclosed is a "Corporate Name Approval Request" form to be completed and sent to the address indicated on the form. If the proposed name is approved by the Office of Financial Regulation, resubmit the document and the 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) 245-6955.

Suzanne Hawkes
Document Specialist

Letter Number: 406A00043378



NASDAQ:NTBK

7215 Financial Way
Jacksonville, FL 32256-9907
www.netbank.com
FILED
06 JUN 30 AM 8:20
CLERK OF SUPERIOR COURT
TALLAHASSEE, FLORIDA

July 18, 2006

Suzanne Hawkes
Document Specialist
Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Foreign Qualification – NetBank, Inc.

Dear Suzanne:

Enclosed for filing are the below listed documents:

- Application by Foreign Corporation for Authorization to Transaction Business in Florida
- Approval letter from the Office of Financial Regulation dated July 12, 2006
- Letter number: 406A00043378 dated July 3, 2006 from the Florida Department of State

Please provide confirmation of this filing to:

Laura W. Austin
NetBank – Legal Department
7215 Financial Way
Jacksonville, FL 32256

Feel free to contact me at 904-251-6420 or via e-mail at laustin@netbank.com if you have any questions or if I may be of further assistance regarding this filing.

Sincerely,

Laura W. Austin
Corporate Paralegal

Enclosures



OFFICE OF FINANCIAL REGULATION

DON B. SAXON
COMMISSIONER

FINANCIAL SERVICES
COMMISSION

JEB BUSH
GOVERNOR

TOM GALLAGHER
CHIEF FINANCIAL OFFICER

CHARLIE CRIST
ATTORNEY GENERAL

CHARLES BRONSON
COMMISSIONER OF
AGRICULTURE

July 12, 2006

Ms. Laura W. Austin
Corporate Paralegal
NetBank, Inc.
7215 Financial Way
Jacksonville, Florida 32256

Re: NetBank, Inc.

Dear Ms. Austin:

Reference is made to your recent letter/fax requesting approval of the above-referenced name. You indicate this will be a proposed federal savings bank holding company for NetBank, a federal savings association, which is located in Alpharetta, Georgia.

Section 655.922, Florida Statutes, exempts a financial institution, holding company or its subsidiaries from the prohibition of using the word "bank," "banc," "banque," "banker," "banking," "trust company," "savings and loan association," "savings bank," or "credit union" in its corporate name.

This Office will not object to the use of the above referenced name being registered to transact business as a foreign corporation in the state of Florida. However, if the proposed federal savings bank holding company is not organized, we will require that the corporation be dissolved.

Sincerely,

Linda B. Charity
Director

LBC:ker

cc: Karon Beyer, Chief, Bureau of Commercial Recordings, Division of Corporations,
Secretary of State's Office

DIVISION OF FINANCIAL INSTITUTIONS
200 EAST GAINES STREET, TALLAHASSEE, FLORIDA 32399-0371
(850) 410-9800 • FAX (850) 410-9548

Affirmative Action / Equal Opportunity Employer

FILED
JUL 20 2006
JUL 20 2006
JUL 20 2006

COVER LETTER

06 JUN 30 AM 8:20
FILED
TALLAHASSEE, FLORIDA

TO: New Filing Section
Division of Corporations

SUBJECT: NetBank, 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:

Laura W. Austin

(Name of Person)

NetBank, Inc.

(Firm/Company)

7215 Financial Way, Legal Department

(Address)

Jacksonville, FL 32256

(City/State and Zip code)

For further information concerning this matter, please call:

Laura W. Austin

at (904) 251-6420

(Name of Person)

(Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing 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

**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. NetBank, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Georgia

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

3. 58-2224352

(FEI number, if applicable)

4. 02-20-1996

(Date of incorporation)

5. Perpetual

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

6. _____

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 1015 Windward Ridge Parkway, Alpharetta, GA 30005

(Principal office address)

7215 Financial Way, Legal Department, Jacksonville, FL 32256

(Current mailing address)

8. bank holding company

(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 NOT acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation

(City)

Florida 33324

(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.

Dale W. Morris

(Registered agent's signature)

DALE W. MORRIS
ASSISTANT VICE PRESIDENT

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.

FILED
JUN 30 AM 8 21
TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: Douglas K. Freeman

Address: 7215 Financial Way
Jacksonville, FL 32256

Vice Chairman: _____

Address: _____

Director: Joel A Smith, III

Address: 1015 Windward Ridge Parkway
Alpharetta, GA 30005

Director: Stuart M. Cable

Address: 1015 Windward Ridge Parkway
Alpharetta, GA 30005

B. OFFICERS

President: Chairman and CEO - Douglas K. Freeman

Address: 7215 Financial Way
Jacksonville, FL 32256

Vice President: Chief Fulfillment Executive - Russell Burdsall

Address: 7215 Financial Way
Jacksonville, FL 32256

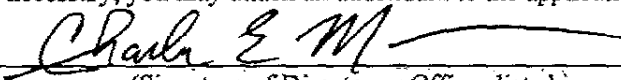
Secretary: Charles E. Mapson

Address: 7215 Financial Way, Jacksonville, FL 32256

Treasurer: Chief Finance Executive - Steven F. Herbert

Address: 9710 Two Notch Road, Columbia SC 29223

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. Charles E. Mapson, Secretary
(Typed or printed name and capacity of person signing application)

FILED
06 JUN 30 AM 8 21
TALLAHASSEE, FLORIDA

Control No. K606028

STATE OF GEORGIA

Secretary of State

Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

FILED
06 JUN 30 AM 8:21
TALLAHASSEE

CERTIFICATE OF EXISTENCE

I, Cathy Cox, Secretary of State and the Corporations Commissioner of the state of Georgia, hereby certify under the seal of my office that

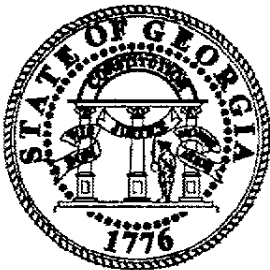
NETBANK, INC.

Domestic Profit Corporation

was formed or was authorized to transact business on 02/20/1996 in Georgia. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



WITNESS my hand and official seal of the City of Atlanta and the State of Georgia on 23rd day of June, 2006

Cathy Cox
Secretary of State