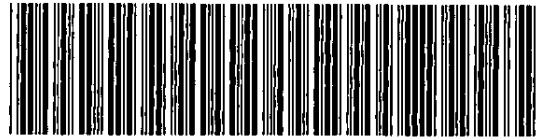


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02/01/08--01014--003 **87.50

Residential Bancorp

Your MORTGAGETEAM

Toby Hoy, CRMS
Operations Manager

toby.hoy@bancorp.com

One Bancorp Building
5686 Dressler Road NW
Canton, OH 44720

Direct: (330)526-2005
Toll Free: (888)884-2226
Fax: (330)499-8004

F

MAIL



Full Service Mortgage Banker

WWW.BANCORP.COM

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

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TALLAHASSEE, FLORIDA

approval from banking
Subfix

Residential Bancorp

Your MORTGAGETEAM

January 31, 2008

VIA OVERNIGHT MAIL (DHL Express 62541664846)

Dale White
New Filing Section
Division of Corporations
Florida Department of State
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: Application for Foreign Corporation to Conduct Business in Florida

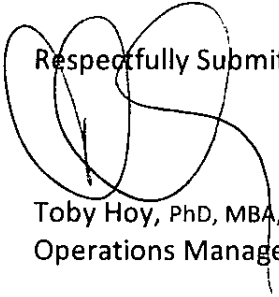
Dear Dale

In accordance with our conversation this morning, I am submitting to you the following:

- Completed Application by Foreign Corporation for Authorization to Conduct Business in Florida
- Original Certificate of Good Standing from the Ohio Secretary of State issued today
- Evidence of licensure from the Florida Office of Financial Regulation
- Check in the amount of \$87.50 for filing fees, certificate of status, and certified copy.

Should you have any questions or need additional information regarding this statement, please feel free to contact me at your convenience.

Respectfully Submitted


Toby Hoy, PhD, MBA, MTax, MSRE, CRMS
Operations Manager

One Bancorp Building
5686 Dressler Rd NW
North Canton, OH 44720
(330) 526-2100
www.bancorp.com

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TALLAHASSEE, FLORIDA

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Residential Bancorp

(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:

Toby Hoy

(Name of Person)

Residential Bancorp

(Firm/Company)

One Bancorp Building, 5686 Dressler Rd NW

(Address)

North Canton, OH 44720

(City/State and Zip code)

For further information concerning this matter, please call:

Toby Hoy

(Name of Person)

at (330) 526-2005

(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



OFFICE OF FINANCIAL REGULATION

DON B. SAXON
COMMISSIONER

**FINANCIAL SERVICES
COMMISSION**

CHARLIE CRIST
GOVERNOR

BILL MCCOLLUM
ATTORNEY GENERAL

ALEX SINK
CHIEF FINANCIAL OFFICER

CHARLES BRONSON
COMMISSIONER OF
AGRICULTURE

March 10, 2008

Mr. Toby Hoy
One Bancorp Bldg.
5686 Dressler Road N.W.
North Canton, OH 44720

Dear Mr. Hoy:

Re: Residential Bancorp

Thank you for your recent letter/fax requesting approval for use of the above-referenced name.

It is the opinion of this Office that the above-referenced corporate name is definitive enough to differentiate the business being conducted from that of a commercial bank or trust company. Therefore, the Office does not object to your use of the above-referenced name being registered to conduct business in the state of Florida. However, this does not give one the authority to act in any licensed capacity until all licensing requirements have been met within this state.

Sincerely,

Linda B. Charity
Director

LBC:bk

cc: Karon Beyer, Chief, Bureau of Commercial Recordings, Division of Corporations,
Department of State



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 5, 2008

TOBY HOY
RESIDENTIAL BANCORP
ONE BANCORP BLDG., 5686 DRESSLER RD NW
NORTH CANTON, OH 44720

SUBJECT: RESIDENTIAL BANCORP
Ref. Number: W08000006116

We have received your document for RESIDENTIAL BANCORP and your check(s) totaling \$87.50. 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.

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

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) 245-6913.

Diane Cushing
Document Specialist Supervisor

Letter Number: 208A00007536



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 24, 2008

TOBY HOY
RESIDENTIAL BANCORP
ONE BANCORP BLDG., 5686 DRESSLER RD NW
NORTH CANTON, OH 44720

SUBJECT: RESIDENTIAL BANCORP
Ref. Number: W08000006116

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

You failed to make the correction(s) requested in our previous letter.

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

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) 245-6913.

Diane Cushing
Document Specialist Supervisor

Letter Number: 008A00017415

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. Residential Bancorp INC.

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

n/a

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

2. Ohio

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

3. 34-1633105

(FEI number, if applicable)

4. December 4, 1989

(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. One Bancorp Building, 5686 Dressler Rd NW, North Canton, OH 44720

(Principal office address)

One Bancorp Building, 5686 Dressler Rd NW, North Canton, OH 44720

(Current mailing address)

8. Mortgage Lending

(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: NRAI Services, Inc.

Office Address: 2731 Executive Park Drive, Suite 4

Weston, Florida 33331

(City)

(Zip code)

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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.

By: Xonda Diver, Assistant Secretary 1-31-08 (Registered agent's signature)

Xonda Diver, Assistant Secretary

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: William H. James, III
Address: One Bancorp Building, 5686 Dressler Rd NW, North Canton, OH 44720

Vice Chairman: n/a
Address: _____

Director: n/a
Address: _____

Director: n/a
Address: _____

B. OFFICERS

President: William H. James, III
Address: One Bancorp Building, 5686 Dressler Rd NW, North Canton, OH 44720

Vice President: n/a
Address: _____

Secretary: Twyla Gates
Address: One Bancorp Building, 5686 Dressler Rd NW, North Canton, OH 44720

Treasurer: Twyla Gates
Address: One Bancorp Building, 5686 Dressler Rd NW, North Canton, OH 44720

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. President/CEO
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**United States of America
State of Ohio
Office of the Secretary of State**

I, Jennifer Brunner, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show RESIDENTIAL BANCORP., an Ohio corporation, Charter No. 761972, having its principal location in North Canton, County of Stark, was incorporated on December 04, 1989 and is currently in GOOD STANDING upon the records of this office.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



*Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 31st day of January, A.D. 2008*

A handwritten signature in cursive script, appearing to read "Jennifer Brunner".

Ohio Secretary of State