

# F95000004796

OFFICE USE ONLY (Continued)

## UCC FILING & SEARCH SERVICES

(Requestor's Name)

526 EAST PARK AVENUE SUITE 200

(Address)

TALLAHASSEE, FL 32301 (904) 681-6528

(City, State, Zip)

(Phone #)

200001590552  
-03/21/95--01057--001  
\*\*\*\*122.50 \*\*\*\*122.50

OFFICE USE ONLY

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

1. Intervest Bancshares Corporation  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

W95-19038



Walk in



Pick up time \_\_\_\_\_



Certified Copy



ARTICLES ONLY



Mail out



Will wait



Photocopy



Certificate of Status



ALL CHARTER DOCS



CERTIFICATE OF GOOD STANDING

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other



Certificate of FICTITIOUS NAME



FICTITIOUS NAME SEARCH



CORP SEAL

RECEIVED  
SEP 21 1995  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

**HOLD FOR  
PICKUP BY  
UCC SERVICES**

Examiner's Initials



FLORIDA DEPARTMENT OF STATE  
Sandra B. Morthum  
Secretary of State

September 27, 1995

UCC FILING & SEARCH

SUBJECT: INTERVEST BANCSHARES CORPORATION  
Ref. Number: W95000019038

We have received your document for INTERVEST BANCSHARES CORPORATION and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

We did receive your letter concerning the exemption under Florida Statutes for the corporation Intervest Bancshares Corporation. It appears the corporation was exempt per 607.1501(2)(k) of Florida Statutes. However we overlooked the name anytime you include Bancshares or Bank in your name you would need written permission please refer to the paragraph below:

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

Division of Banking  
Director's Office  
Suite 1401, The Capitol  
Tallahassee, FL 32399-0350  
(904) 488-1111.

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 (904) 487-6097.

Michael Mays  
Document Specialist

Letter Number: 395A00044112



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

September 21, 1995

UCC FILING & SEARCH

SUBJECT: INTERVEST BANCSHARES CORPORATION  
Ref. Number: W95000019038

We have received your document for INTERVEST BANCSHARES CORPORATION and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Based upon information provided by the Florida Department of Revenue, pursuant to section 213.053(14), Florida Statutes, it appears that INTERVEST BANCSHARES CORPORATION has transacted business in Florida prior to submitting an "Application for Authority to Transact Business in Florida". The information received from the Florida Department of Revenue indicates February 5, 1993, as the initial date of transacting business in the State of Florida. Please contact this office concerning the date first transacted business in Florida.

The FAX audit number must be on the top and bottom of each page of the document.

If you have any questions concerning the filing of your document, please call (904) 487-6093.

Freta Lott  
Corporate Specialist Supervisor

Letter Number: 595A00043370



FLORIDA  
TALLAHASSEE

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

October 2, 1995

Thomas E. Willett  
Harris Beach & Wilcox  
Attorneys at Law  
The Granite Building  
130 East Main Street  
Rochester, NY 14604-1687

Dear Mr. Willett:

Re: "Intervest Bancshares Corporation"

Reference is made to your letter/fax dated September 28, 1995, requesting approval of the above-referenced Florida corporate name. In your letter you indicate the above-subject corporation will register to transact business in Florida as a bank holding company of Intervest Bank, Clearwater, Florida.

As Section 655.922(2)(a), Florida Statutes, exempts a financial institution, holding company or its subsidiaries from the prohibition against 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 above-subject corporate name being registered to do business in the State of Florida.

Sincerely,

Wm. Douglas Johnson  
Assistant Director  
Division of Banking  
Suite 1401, The Capitol  
Tallahassee, FL 32399-0350  
(904) 488-1111

:kr

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

FILED  
95 OCT -5 PM 6:01  
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. INTERVEST BANCSHARES CORPORATION  
(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. 13-3699013  
(FEI number, if applicable)
4. February 5, 1993  
(Date of Incorporation)
5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification  
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 10 Rockefeller Plaza (Suite 1015)  
New York, New York 10020-1903  
(Current mailing address)
8. Any lawful purpose for which a corporation may be organized.  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. **Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)**  
**Name:** Nationscorp Registered Agents Inc.  
**Office Address:** 526 East Park Avenue (Suite 200)  
Tallahassee, Florida, 32301  
(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.*

Betty B. You  
(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.

FILED  
95 OCT - 9 PM 6:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Co-Chairman: Lowell S. Dansker

Address: 222 West 83rd Street, New York, New York 10024

Co-Vice Chairman: Lawrence G. Bergman

Address: 201 East 62nd Street, New York, New York 10021

Director: Michael A. Callen

Address: Ryutai

Jeddah, Saudi Arabia

Director: Jerome Dansker

Address: 860 Fifth Avenue

New York, New York 10021

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Lowell S. Dansker

Address: 222 West 83rd Street

New York, New York 10024

Vice President: Lawrence G. Bergman

Address: 201 East 62nd Street

New York, New York 10021

Secretary: Lawrence G. Bergman


Address: 201 East 62nd Street

New York, New York 10021

Treasurer: Lowell S. Dansker

Address: 222 West 83rd Street, New York, New York 10024

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

13. 

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Lawrence G. Bergman, Vice President

(Typed or printed name and capacity of person signing application)

FILED  
95 OCT -5 PM 6:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### **Addendum to Application**

#### **Item 12(A) - Names and addresses of directors:**

Director: Milton F. Gidge  
Address: 43 Salem Ridge Drive  
Huntington, New York 11743

Director: William F. Holly  
Address: 206 Edgemere Drive  
Rochester, New York 14612

Director: David J. Willmott  
Address: West Way  
Southampton, New York

Director: Wesley T. Wood  
Address: 24 Timber Ridge Drive  
Oyster Bay, New York 11771

#### **Item 12(B) - Names and Addresses of Officers:**

Executive Vice President: Jerome Dansker  
Address: 860 Fifth Avenue  
New York, New York 10021

**FILED**  
95 OCT -5 PM 6:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

State of Delaware  
Office of the Secretary of State

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PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "INTERVEST BANCSHARES CORPORATION" 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 THIRTY-FIRST DAY OF JULY, A.D. 1995.

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  
95 OCT -5 PM 6:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

2325300 8300

950171152

AUTHENTICATION:

7590833

DATE:

08-03-95



September 26, 1995

**HARRIS  
BEACH &  
WILCOX**ATTORNEYS AT LAW  
THE GRANITE BUILDING  
130 EAST MAIN STREET  
ROCHESTER, N.Y. 14604-1637  
(716) 232-4140Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314Re: Intervest Bancshares Corporation; FEI Number 13-3699013  
Your Ref. No.: W95000019038

Ladies and Gentlemen:

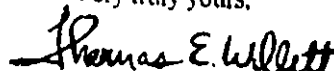
We represent Intervest Bancshares Corporation and are responding to your letter of August 31, 1995, as well as your letter of September 21, 1995.

Intervest Bancshares Corporation has filed an Application for Authorization to Transact Business in Florida. Your letter indicates that, based upon information provided by the Florida Department of Revenue, Intervest Bancshares Corporation has transacted business in Florida prior to submitting an "Application for Authority to Transact Business in Florida." Your letter further indicates that that information indicates February 5, 1993 as the initial date of transacting business in the State of Florida.

Please be advised that Intervest Bancshares Corporation was incorporated in the State of Delaware on February 5, 1993. It subsequently acquired a controlling interest in Intervest Bank (formerly Countryside Bankers), a Florida State-Chartered Bank. The principal offices of Intervest Bancshares Corporation are located in the State of New York and its only business activities have been its ownership and control of Intervest Bank. While it has filed consolidated federal and state income tax returns as a result of its ownership and control of Intervest Bank, it has not yet engaged in activities which constitute transacting business within the meaning of subsection (1) of Section 607.1501 of the Florida Business Corporation Act. I note that Section 607.1501(2)(k) expressly provides that owning and controlling a subsidiary corporation incorporated in or transacting business within the State of Florida does not constitute transacting business within the meaning of the statute.

I hope that this information is responsive to your request, but urge you to contact me should you have any further questions with respect to this matter.

Very truly yours,

  
Thomas E. Willett

Enc.

intbanc.shu\dept-sta 02