

F950000000 5015

TO: Qualification/Tax Lien Section
Division of Corporations

900001598919
-10/02/95--01044--010
*****78.75 *****78.75

W95-19753

SUBJECT: HEARTLAND BANK
(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.

1616

Please return all correspondence concerning this matter to the following:

Michael V. Berlau
(Name of Person)
Heartland Bank, LPO
(Firm/Company)
4901 College Boulevard
(Address)
Leawood, KS 66211
(City/State/Zip)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 OCT 15 AM 9:36

Should you need to call someone concerning this matter, please call:

Michael V. Berlau at (913) 663-5656
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 3, 1995

MICHAEL V. BERLAU
HEARTLAND BANK
4901 COLLEGE BLVD
LEAWOOD, KS 66211

SUBJECT: HEARTLAND BANK
Ref. Number: W95000019753

10/10/95
Day -
This is being returned
to you relative to our
phone conversation on 10/10/95.
Thank you
ATB

We have received your document for HEARTLAND BANK and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

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.

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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) 487-6094.

Doug Dickinson
Document Specialist

Letter Number: 095A00045042



ROBERT F. MILLIGAN -
COMPTROLLER OF FLORIDA

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

April 24, 1995

Mr. Michael v. Berlau
Chairman Heartland Bank
4901 College Blvd., Suite 110
Leawood, KS -66211

Re: Heartland Bank/Heartland Mortgage of Florida

Dear Mr. Berlau:

I am in receipt of your correspondence to Kathy Ryan of April 17 and previous correspondence with Bruce Ricca of our Licensing and Chartering Section requesting approval from our office to use the name Heartland Bank or Heartland Mortgage of 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 "Heartland Bank" being registered to do business in the State of Florida.

In reference to the use of the name Heartland Mortgage of Florida, you will need to contact our Division of Finance for their input. You may reach the Division at (904)488-0545 or 487-2583.

Sincerely,

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

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SECRETARY OF STATE
DIVISION OF BANKING AND FINANCE
95 OCT 15 AM 9:36

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**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. HEARTLAND BANK
(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. KANSAS (State or country under the law of which it is incorporated) 3. 48-0169140 (FEI number, if applicable)

4. 1904 (Date of Incorporation) 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. Transaction expected October, 1995
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 4901 College Blvd.
Leawood, KS. 66211
(Current mailing address)

8. Mortgage Banking
(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: CT Corporation System

Office Address: 1200 S. Pine Island Road

Plantation, 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.

see attached

(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.

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DIVISION OF CORPORATIONS
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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)

Chairman: see attached

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: see attached

Address: _____

Vice President: _____

Address: _____

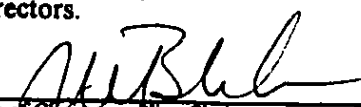
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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. Michael V. Berlau, Chairman
(Typed or printed name and capacity of person signing application)

Board of Directors

05-Jun-95

| FirstName | LastName | Address | City | State | ZipCode | Position |
|------------|----------|-------------------------------|-----------------|-------|---------|-----------------------------------|
| Dale C. | Berlau | 6258 Glenfield Dr. | Shawnee Mission | KS | 66205 | Director, Secretary, Treasurer |
| Michael V. | Berlau | 4901 College Blvd., Suite 110 | Leawood | KS | 66211 | Chairman |
| John J. | McCue | 4901 College Blvd., Suite 110 | Leawood | KS | 66211 | Director, Pres. Mortgage Division |
| Michael | Nully | 120 Delaware | Jewell | KS | 66949 | Director |
| James E. | Thiessen | 120 S. Washington | Jewell | KS | 66949 | President & Director |

ACCEPTANCE OF APPOINTMENT


RE HEARTLAND BANK

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned acknowledges and accepts its appointment as registered agent of the above corporation and agrees to act in the capacity and to comply with the provisions of the Florida Business Corporation Act (1990) relative to keeping open the registered office at the address specified above. The undersigned is familiar with, and accepts the obligations of, Section 607.0505, Florida Statutes.

Dated: August 24, 1995

C T CORPORATION SYSTEM

By


John J. Linnihan
Assistant Vice President

KANSAS

BILL GRAVES
GOVERNOR



Frank D. Durnick
Bank Commissioner

Judi M. Stork
Deputy Commissioner

Kevin C. Glendening
Assistant Deputy Commissioner

William D. Grant, Jr.
General Counsel

Ruth E. Glover
Administrative Officer

OFFICE OF THE
STATE BANK COMMISSIONER

September 21, 1995

Michael Berlau, Director
Heartland Bank Loan Production Office
4901 College Boulevard, Suite 110
Leawood, Kansas 66211

Dear Mr. Berlau:

This correspondence is pursuant to your recent request for a "Letter of Good Standing" from this department.

This department's definition of "good standing" relates only to the current or delinquent status of the bank's fidelity bond coverage and the bank's payment of its examination assessment for the year. In no manner whatsoever does it relate to the bank's financial condition as determined by our examining personnel.

With that understanding ever present, we are pleased to inform you of the following information relating to the Heartland Bank, Jewell, Kansas.

1. The bank's fidelity bond coverage is current;
2. The bank's examination assessment has been paid for the first half of fiscal year 1996.

Therefore, as of the date of this letter, the Heartland Bank, Jewell, Kansas, is in good standing.

Sincerely,

Ruth E. Glover
Administrative Officer

REG:me

File: R

letters:good

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DIVISION OF RECORDS & STATISTICS
95 OCT 16 AM 9:36