

Document Number Only

F97000005664

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

300002331583--8

-10/28/97--01053--020

*****70.00 *****70.00

CORPORATION(S) NAME

Resource Bancshares Corporation

10/28
97 OCT 23 PM 12:58
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SECRETARY OF STATE
DIVISION OF CORPORATIONS

☒ Profit

☐ NonProfit

☐ Limited Liability Company

☒ Foreign

☐ Limited Partnership

☐ Reinstatement

☐ Limited Liability Partnership

☐ Certified Copy

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Amendment

☐ Dissolution/Withdrawal

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Call if Problem

☐ Will Wait

☐ Merger

☐ Mark

☐ Other

☐ Change of R.A.

☐ Fictitious Name

☐ CUS

☐ After 4:30

☒ Pick Up

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THANKS, MELANIE ☺

CR2E031 (1-89)

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. Resource 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. South Carolina

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

3. 57-0833038

(FEI number, if applicable)

4. September 29, 1986

(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 817.156, F.S.))

7. 1901 Main Street, Suite 650, Columbia, South Carolina 29201

(Current mailing address)

8. To engage in, promote and carry on any and all acts 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:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324

(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

Mary R. Adams
(Registered agent's signature) (Officer)

Mary R. Adams, Assistant Secretary

(Type Name and Title of Officer)

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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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached list of directors

Address: _____

Vice Chairman: See attached list of directors

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list of officers

Address: _____

Vice President: See attached list of officers

Address: _____

Secretary: See attached list of officers

Address: _____

Treasurer: See attached list of officers

Address: _____

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

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

14. Senior Vice President and Chief Financial Officer
(Typed or printed name and capacity of person signing application)

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**ATTACHMENT TO STATE OF FLORIDA
APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

Directors

Edward J. Sebastian
Resource Bancshares Corporation
1901 Main Street, Suite 650
Columbia, South Carolina 29201

Michael T. Smith
Gottlieb & Smith
1901 Main Street, Suite 600
Columbia, South Carolina 29201

John C. Baker
Baker Capital Corp.
575 Madison Avenue
New York, New York 10022

Lisa Bishop Tuckerman
Spears, Benzak, Salomon & Farrell
101 East Main Street, Suite G
Bozeman, Montana 59715

Stuart M. Cable
Goodwin, Proctor & Hoar
Exchange Place
Boston, Massachusetts 02109

Ward H. Clegg, III
1701 Pendleton Street
Columbia, South Carolina 29201

Owen S. Carihfield
Saugatuck Associates
One Canterbury Lane
Stamford, Connecticut 06901

John W. Currie
McNair Law Firm, P.A.
Post Office Box 11390
Columbia, South Carolina 29211
1301 Gervais Street - 17th Floor (29201)

Lock W. Ireland
225 Water Street, Suite 1575
Jacksonville, Florida 32202

George M. Jenkins
Patricof & Company Ventures, Inc.
455 Gulp Road, Suite 410
King of Prussia, Pennsylvania 19406

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**ATTACHMENT TO STATE OF FLORIDA
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TO TRANSACT BUSINESS IN FLORIDA**

Officers

Edward J. Sebastian -- Chairman of the Board and Chief Executive Officer
Resource Bancshares Corporation
1901 Main Street, Suite 650
Columbia, South Carolina 29201

Lock W. Ireland -- President
225 Water Street, Suite 1575
Jacksonville, Florida 32202

Dwight Galloway -- President - Republic Leasing Company Division
Republic Leasing Company
100 Executive Center Drive, Suite 101
Columbia, South Carolina 29210

Charles W. Randall, III -- Executive Vice President - Republic Leasing Company Division
Republic Leasing Company
100 Executive Center Drive, Suite 101
Columbia, South Carolina 29210

Melissa A. Ard -- Senior Vice President and Chief Financial Officer
Resource Bancshares Corporation
1901 Main Street, Suite 650
Columbia, South Carolina 29201

John W. Currie -- Secretary
McNair Law Firm, P.A.
Post Office Box 11390
Columbia, South Carolina 29211
1301 Gervais Street - 17th Floor (29201)

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The State of South Carolina



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Office of Secretary of State Jim Miles **Certificate of Existence**

I, Jim Miles, Secretary of State of South Carolina Hereby certify that:

RESOURCE BANCSHARES CORPORATION,

a corporation duly organized under the laws of the State of South Carolina on **September 29th, 1986**, and having a perpetual duration unless otherwise indicated below, has as of the date hereof filed all reports due this office, paid all fees, taxes and penalties owed to the Secretary of State, that the Secretary of State has not mailed notice to the Corporation that it is subject to being dissolved by administrative action pursuant to Section 33-14-210 of the South Carolina Code, and that the corporation has not filed articles of dissolution as of the date hereof.

Given under my Hand and the Great Seal of the State at Columbia this 24th day of October, 1997.

A handwritten signature in black ink, reading "Jim Miles", written over a horizontal line.

Jim Miles, Secretary of State