

F97000006596
DEC 12 '97 14:43 TO-18509224001 FROM HODGSON & RUSS T-809 P.03/11 F-984
11/17/97
11:15 AM
FLORIDA DIVISION OF CORPORATIONS

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

((H97000019093 8))

TO: DIVISION OF CORPORATIONS
(850) 922-4000

FAX #:

FROM: HODGSON, RUSS, ANDREWS, ET AL
072720000242

ACCT#:

CONTACT: ~~REDACTED~~ TRACEY A. TESTA

PHONE: (561) 394-0500

FAX #:

(561) 394-3862

NAME: SOUTHERN SECURITY BANK CORPORATION

AUDIT NUMBER.....H97000019093

DOC TYPE.....FOREIGN PROFIT QUALIFICATION

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE
FAX

AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

97 DEC 15 AM 10:28

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

mtm
12/15

H97000019093 8

November 17, 1997

HODGSON, RUSS, ANDREWS ET AL

SUBJECT: SOUTHERN SECURITY BANK CORPORATION
REF: W97000025951FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 15 AM 10:29

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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 655.822(2a), Florida Statutes. The address is:

Division of Banking
Director's Office
101 E. Gaines St.
Fletcher Bldg., 6th Floor.
Tallahassee, FL 32399-0350
(850) 488-1111.

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to

H97000019093 8

*Michael Mays - 850-487-6900 electronic filing

DEC 12 '97 14:45 TO-18509224001

FROM-HODGSON & RUSS

T-809 P.11/11 F-984

H97000019093 8

cover both annual report and penalty fees is \$1165.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501 or 617.1501, Florida Statutes.

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.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays
Document Specialist

FAX Aud. #: H97000019093
Letter Number: 997A00055089

DEC 15 AM 10:29

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

H97000019093 8

**HODGSON RUSS
ANDREWS
WOODS &
GOODYEAR LLP**
ATTORNEYS AT LAW

2000 Glades Road
Suits 400
Boca Raton, FL 33431-8599
561-394-0500 BOCA RATON
561-736-2177 PALM BEACH
954-764-2440 BROWARD
FAX: 561-394-3862
INTERNET: www.hodgsonruss.com
EMAIL: bocalaw@hodgsonruss.com

*Albany
Boca Raton
Buffalo
New York
Rochester
Toronto*

Susan K. Baumel, P.A.
Lawrence F. Beyer
C.C. Conahan, P.A.
Larry Cornman, P.A.
Anthony L. Dutton, P.A.
Richard A. Goetz, P.A.
Michael H. Gora, P.A.
James M. Hankins, P.A.
Paul E. Roman
Thomas E. Sincy, P.A.

James A. Porter, P.A.
Of Counsel

RESIDENT IN NEW YORK
Paul R. Comeau
Mark S. Klein
Stephen M. Newman

H97000019093 8

December 12, 1997

VIA FACSIMILE/850-922-4001

Secretary of State
Corporation Division
409 E. Gaines Street
Tallahassee, Florida 32302

Attn: Michael Mays

Dear Michael:

RE: SOUTHERN SECURITY BANK CORPORATION
Delaware Corporation
W97000025951
Foreign Qualification

Pursuant to our many phone conversations and the assistance of Hart Collins, attached please find the requested documentation which is hereby being transmitted to you for electronic filing. Please note that Southern Security Bank Corporation (Document Number W97000025951) is the bank holding company for Southern Security Bank (Document Number J83035) which is the actual bank. It was understood by all parties that this is the exception to the rule regarding name availability since the relationship between the bank and the bank holding company needs to be similar. Attached you will find the following documentation:

1. Authorization letter from the Office of Comptroller, Division of Banking and Finance which approves the use of the name Southern Security Bank Corporation.
2. Sworn Affidavit executed by Susan K. Baumel, Esq., attorney and preparer of the Application by Foreign Corporation for Authorization to Transact Business in Florida. This Affidavit states that there was a mistake on line number 6 which should read "upon qualification".
3. Certificate of Status from the State of Delaware stating that Southern Security Bank Corporation is in good standing with the State of Delaware.

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 97 DEC 15 AM 10:29



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

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

H97000019093 8

November 20, 1997

Ms. Tracey A. Testa
Legal Assistant
Hodgson Russ Andrews Woods
& Goodyear, LLP
2000 Glades Road
Suite 400
Boca Raton, FL 33431-8599

Dear Ms. Testa:

Re: "Southern Security Bank Corporation"

Reference is made to your letter/fax dated November 19, requesting approval of the above-referenced corporate name which will serve as a bank holding company for Southern Security Bank, Hollywood, Florida.

As Section 855.922(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 transact business in the State of Florida.

Sincerely,

A handwritten signature in black ink, appearing to read "Wm. Douglas Johnson", is written over a horizontal line.

Wm. Douglas Johnson
Assistant Director
Division of Banking
101 E. Gaines Street
Fletcher Bldg.-6th Floor
Tallahassee, FL 32399-0350
(850) 488-1111

:kr

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

H97000019093 8

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 15 AM 10:29

HODGSON RUSS ANDREWS WOODS & GOODYEAR,LLP

H97000019093 8

Secretary of State

December 12, 1997

Page 2

4. Application by Foreign Corporation for Authorization to Transact Business in Florida.
5. Letter from the Secretary of State's office declining this filing, dated November 17, 1997.

I believe you have all of the necessary documentation in order to qualify Southern Security Bank Corporation to conduct business in Florida. If there are any problems, please contact the undersigned immediately at 800-331-1025.

This is an urgent matter to our client and I would appreciate any steps that can be taken in order to expedite this filing.

Many thanks for all of your assistance.

Very truly yours,

Tracey A. Testa

Tracey A. Testa
Legal Assistant

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 15 AM 10:29

tat

Enclosures

BOCA:83644_1
26377.0000

H97000019093 8

H97000019093 8

AFFIDAVIT

STATE OF FLORIDA)
) ss.:
COUNTY OF PALM BEACH)

I, Susan K. Baumel, attorney of record and preparer of the Application by Foreign Corporation for Authorization to Transact Business in Florida, which is hereby being submitted for filing with the Secretary of State's office, being first duly sworn, deposes and says:

1. That line number 6 of the Application by Foreign Corporation for Authorization to Transact Business in Florida was incorrectly answered by stating that the Date first transacted business in Florida was on October 4, 1996.

2. That line number 6 should have been completed by stating upon qualification.

FURTHER AFFIANT SAYETH NAUGHT.

Dated this 21st day of November, 1997.

Susan K. Baumel
Susan K. Baumel, Esq.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 15 AM 10:29

STATE OF FLORIDA)
) ss.:
COUNTY OF PALM BEACH)

Susan K. Baumel, Esq., being first duly sworn, says that she has read the foregoing document and knows the contents thereof and that the facts set forth therein are true, except as to matters therein stated on information and belief, and as to such matters she believes them to be true, and that she is duly authorized to sign the AFFIDAVIT.

Sworn to and subscribed before me this 21st day of November, 1997.

☒ Personally known to me

☐ Provided identification as follows: _____

Tracey A. Testa
Notary Public

BOCA:83624_1
26377.0000



H97000019093 8

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. Southern Security Bank 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. 65-0325364

(FEI number, if applicable)

4. October 4, 1996

(Date of incorporation)

5. Perpetual

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

6. October 4, 1996

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.158, F.S.))

7. 3475 Sheridan Street, Hollywood, Florida 33021

(Current mailing address)

8. To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Florida.

(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: James L. Wilson

Office Address: 2475 Sheridan Street

Hollywood, Florida, 33021

(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.


(Registered agent's signature) (Officer)

James L. Wilson, President

(Type Name and Title of Officer)

(FL-2189-11/16/94)

H97000019093 8

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 15 AM 10:29

H97000019093 8

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: Philip C. Modder

Address: 3475 Sheridan Street

Hollywood, Florida 33021

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: James L. Wilson

Address: 3475 Sheridan Street

Hollywood, Florida 33021

Vice President: _____

Address: _____

Secretary: _____

Address: _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 15 AM 10:29

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. James L. Wilson, President _____

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 15 AM 10:29

H97000019093 8

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SOUTHERN SECURITY BANK 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 TENTH DAY OF DECEMBER, A.D. 1997.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 15 AM 10:29



Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 8803235

12-10-97

2669921 8300

971422677

H97000019093 8