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*Amended & Restated*

FILED  
06 MAR 31 PM 1:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED  
06 MAR 31 AM 10:10  
TALLAHASSEE, FLORIDA

*ADR  
3/31/06*

Incorporating Services, Ltd. - Melissa A. Murry

Requester's Name

1540 Glenway Drive

Address

Tallahassee, FL 32301 656-7956

City/State/Zip

Phone #



Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

- 1. R&G ACQUISITION HOLDINGS CORPORATION L60023  
(Corporation Name) (Document #)
- 2. \_\_\_\_\_  
(Corporation Name) (Document #)
- 3. \_\_\_\_\_  
(Corporation Name) (Document #)
- 4. \_\_\_\_\_  
(Corporation Name) (Document #)

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**NEW FILINGS**

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

**AMENDMENTS**

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

**OTHER FILINGS**

- Annual Report
- Fictitious Name

**REGISTRATION/QUALIFICATION**

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

THANK YOU



CR2B031(7/97)

Examiner's Initials

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** R&G ACQUISITION HOLDINGS CORPORATION

**DOCUMENT NUMBER:** L60023

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

MELISSA A. MURRY

(Name of Contact Person)

INCORPORATING SERVICES, LTD.

(Firm/ Company)

1540 GLENWAY DR.

(Address)

TALLAHASSEE, FL 32301

(City/ State and Zip Code)

For further information concerning this matter, please call:

MELISSA

(Name of Contact Person)

at ( 850 ) 656.7956

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

\$35 Filing Fee

\$43.75 Filing Fee &  
Certificate of Status

\$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)

\$52.50 Filing Fee  
Certificate of Status  
Certified Copy  
(Additional Copy  
is enclosed)

**Mailing Address**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

ARTICLES OF AMENDMENT AND RESTATEMENT  
to the  
ARTICLES OF INCORPORATION  
of  
R&G ACQUISITION HOLDINGS CORPORATION

FILED  
06 MAR 31 PM 1:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

R&G Acquisition Holdings Corporation, a corporation organized and existing under the laws of the State of Florida, hereby certifies as follows:

I.

The name of the corporation is R&G Acquisition Holdings Corporation (the "Corporation")

II.

The Corporation's Articles of Incorporation are amended and restated in their entirety by the Amended and Restated Articles of Incorporation, attached hereto as Exhibit A, in accordance with Sections 607.1006 and 607.1007 of the Florida Business Corporation Act ("FBCA"). All shares of Corporation Common Stock issued and outstanding as of the date of this Amendment are and shall hereafter be shares of "Common Stock."

III.

The amendments to the Corporation's Articles of Incorporation included within the Amended and Restated Articles of Incorporation attached hereto as Exhibit A were proposed and approved by the Corporation's board of directors and approved by the Corporation's sole shareholder in accordance with the provisions of Section 607.1003 of the FBCA. The number of shareholder votes cast for the amendment was sufficient for its approval.

[Signature on Following Page]

IN WITNESS WHEREOF, R&G Acquisition Holdings Corporation has caused this Amendment and Restatement to its Articles of Incorporation to be executed by its duly authorized officer this 27<sup>th</sup> day of March 2006.

R&G ACQUISITION HOLDINGS CORPORATION

By: 

Name: Victor J. Galán

Title: Chairman and Chief Executive Officer

Exhibit A

**Amended and Restated Articles of Incorporation  
of  
R&G Acquisition Holdings Corporation**

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
of  
R&G ACQUISITION HOLDINGS CORPORATION**

**ARTICLE I  
NAME AND PRINCIPAL OFFICE**

1.1 The name of the corporation (the "Corporation") is: "R&G Acquisition Holdings Corporation"(hereinafter referred to as the "Corporation").

1.2 The street address and mailing address of the principal office of the Corporation is 105 Live Oaks Gardens, Casselberry, Florida 32707.

**ARTICLE II  
TERM OF EXISTENCE**

The Corporation shall have perpetual duration and existence.

**ARTICLE III  
OBJECTS AND POWERS**

The nature of the Corporation's business, and its objects, purposes and powers are as follows:

3.1 Holding Company Activities. To purchase or otherwise acquire, to own and to hold the capital stock of R-G Crown Bank, FSB and other corporations, and to do every act and thing covered generally by the denominations "holding corporation", "savings and loan holding company", and "financial holding company", and especially to direct the operations of other entities through the ownership of stock or other interests therein.

3.2 Investments, etc. To purchase, subscribe for, acquire, own, hold, sell, exchange, assign, transfer, mortgage, pledge, hypothecate or otherwise transfer or dispose of stock, scrip, warrants, rights, bonds, securities or evidences of indebtedness created by any other corporation or corporations organized under the laws of any state, or any bonds or evidences of indebtedness of the United States or any state, district, territory, dependency or county or subdivision or municipality thereof, and to issue and exchange therefor cash, capital stock, bonds, notes or other securities, evidences of indebtedness or obligations of the Corporation and while the owner thereof to exercise all rights, powers and privileges of ownership, including the right to vote on any shares of stock, voting trust certificates or other instruments so owned.

3.3 Other Business. To transact any business, to engage in any lawful act or activity and to exercise all powers permitted to corporations by the Florida Business Corporation Act (the "FBCA").

The enumeration herein of the objects and purposes of the Corporation shall not be deemed to exclude or in any way limit by inference any powers, objects or purposes that the Corporation is empowered to exercise, whether expressly, by purpose or by any of the laws of the State of Florida or any reasonable construction of such laws.

**ARTICLE IV  
CAPITAL STOCK**

4.1 General. The total number of shares of all classes of capital stock ("Shares") which the Corporation shall have the authority to issue is 151,000 consisting of the following classes:

- (1) 1,000 Shares of Class A Common Stock, no par value per share ("Class A Common Stock");

(2) 150,000 Shares of preferred stock, \$.01 par value per share ("Preferred Stock").

4.2 Common Stock. All shares of Common Stock shall have identical voting rights, dividend rights and liquidation rights and shall be treated as identical in all respects.

4.3 Preferred Stock. Shares of Preferred Stock may be issued for any purpose and in any manner permitted by law, in one or more distinctly designated series, as a dividend or for such consideration as the Corporation's Board of Directors may determine by resolution or resolutions from time to time adopted.

The Board of Directors is expressly authorized to fix and determine, by resolution or resolutions from time to time adopted prior to the issuance of any Shares of a particular series of Preferred Stock, the designations, voting powers (if any), preferences, and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, including, but without limiting the generality of the foregoing, the following:

(1) The distinctive designation and number of Shares of Preferred Stock that shall constitute a series, which number may from time to time be increased or decreased (but not below the number of Shares of such series then outstanding), by like action of the Board of Directors;

(2) The rate or rates and times at which dividends, if any, shall be paid on each series of Preferred Stock, whether such dividends shall be cumulative or non-cumulative, the extent of the preference, subordination or other relationship to dividends declared or paid, or any other amounts paid or distributed upon, or in respect of, any other class or series of Preferred Stock or other Shares;

(3) Redemption provisions, if any, including whether or not Shares of any series may be redeemed by the Corporation or by the holders of such series of Preferred Stock, or by either, and if redeemable, the redemption price or prices, redemption rate or rates, and such adjustments to such redemption price(s) or rate(s) as may be determined, the manner and time or times at which, and the terms and conditions upon which, Shares of such series may be redeemed;

(4) Conversion, exchange, purchase or other privileges, if any, to acquire Shares or other securities of any class or series, whether at the option of the Corporation or of the holder, and if subject to conversion, exchange, purchase or similar privileges, the conversion, exchange or purchase prices or rates and such adjustments thereto as may be determined, the manner and time or times at which such privileges may be exercised, and the terms and conditions of such conversion, exchange, purchase or other privileges;

(5) The rights, including the amount or amounts, if any, of preferential or other payments or distributions to which holders of Shares of any series are entitled upon the dissolution, winding-up, voluntary or involuntary liquidation, distribution, or sale or lease of all or substantially all of the assets of the Corporation; and

(6) The terms of the sinking fund, retirement, redemption or purchase account, if any, to be provided for such series and the priority, if any, to which any funds or payments allocated therefor shall have over the payment of dividends, or over sinking fund, retirement, redemption, purchase account or other payments on, or distributions in respect of, other series of Preferred Stock or Shares of other classes.

All Shares of the same series of Preferred Stock shall be identical in all respects, except there may be different dates from which dividends, if any, thereon may cumulate, if made cumulative.

4.4 Dividends. Dividends upon all classes and series of Shares shall be payable only when, as and if declared by the Board of Directors from funds lawfully available therefor, which funds shall include, without limitation, the Corporation's capital surplus. Dividends upon any class or series of Corporation Shares may be paid in cash, property, or Shares of any class or series or other securities or evidences of indebtedness of the Corporation or any other issuer, as may be determined by resolution or resolutions of the Board of Directors.



4.5 Rights, Warrants, Options, etc. The Board of Directors is expressly authorized to create and issue, by resolutions adopted from time to time, rights, warrants or options entitling the holders thereof to purchase Shares of any kind, class or series, whether or not in connection with the issuance and sale of any Shares, or other securities or indebtedness. The Board of Directors also is authorized expressly to determine the terms, including, without limitation, the time or times within which and the price or prices at which Shares may be purchased upon the exercise of any such right or option. The Board of Directors' judgment shall be conclusive as to the adequacy of the consideration received for any such rights or options.

4.6 Preemptive Rights. The Corporation elects to have preemptive rights with respect to Shares of its Preferred Stock that specifically are granted preemptive rights, as provided herein, which are intended to and shall supersede the principles set forth in FBCA Section 607.0630(2).

#### ARTICLE V REGISTERED AGENT

5.1 The address of the registered office of the Corporation in the State of Florida is:

1201 Hays Street  
Tallahassee, Florida 32301-2607

The name of the registered agent at such address is the Corporation Service Company.

#### ARTICLE VI BOARD OF DIRECTORS AND INCORPORATORS

6.1 Number and Duties. The business and affairs of the Corporation shall be managed by or under the direction of a Board of Directors. The number of directors shall be determined as stated in the Corporation's Bylaws, as may be amended from time to time. [The number of directors shall not be less than 3 nor more than 5, as determined from time to time by resolution of the Board of Directors and shall not be reduced below the number of directors then in office.

#### ARTICLE VII SPECIAL PROVISIONS

In furtherance and not in limitation of the powers conferred by law, the following provisions for regulation of the Corporation, its directors and shareholders are hereby established:

7.1 Terms. Each director shall be elected annually for a term of one year and until his successor is elected and qualified.

7.2 Vacancies. Any vacancy occurring in the Board of Directors, including any vacancy created by reason of an increase in the number of directors, may be filled by a majority vote of the directors then in office, whether or not a quorum is present, or by a sole remaining director. If for any reason, a director elected by holders of Shares of Preferred Stock or pursuant to an agreement with any stockholders shall die or no longer be available to serve as a director of the Corporation, the holders of Preferred Stock shall elect a successor director. Any director so chosen by the Board of Directors or otherwise shall hold office for the remainder of the term and until such director's successor shall have been elected and qualified.

7.3 Removal. Any director (including persons elected by directors to fill vacancies in the Board of Directors) may be removed from office only with cause by an affirmative vote of not less than a majority of the votes eligible to be cast by stockholders at a duly constituted meeting of stockholders called expressly for such purpose.

**ARTICLE VIII  
MEETINGS OF STOCKHOLDERS AND BYLAWS**

8.1 Meetings of Stockholders. Any action required by the Florida Business Corporation Act to be taken at any annual or special meetings of stockholders, and any action which may be taken at any annual or special meetings of stockholders, may be taken without a meeting, without prior notice and without a vote of such stockholders, if a consent or consents in writing, setting forth the action so taken shall be signed by all of the holders of the Shares of the Corporation entitled to vote thereon. Special meetings of the stockholders may be called only by the Board of Directors pursuant to a resolution approved by the affirmative vote of a majority of the directors then in office.

8.2 Bylaws. The Corporation's Board of Directors or the stockholders are authorized and empowered, upon the affirmative vote of a majority of the Board of Directors then in office at regular or special meetings of the Board of Directors, to amend, alter, amend, change or repeal any and all of the Corporation's Bylaws and to adopt new Bylaws, including, without limitation, establishing the exact number of directors to be fixed by resolution adopted by the Board of Directors from time to time consistent with Section 6.01 of these Articles of Incorporation. Such action by the stockholders shall require the affirmative vote of at least a majority of the total votes eligible to be cast by stockholders at a duly constituted meeting of stockholders called expressly for such purpose.

**ARTICLE IX  
CONTROL-SHARE ACQUISITIONS**

9.1 Control-Share Acquisition. The Corporation elects not to be governed by Section 607.0902 of the FBCA, as amended, relating to control-share acquisitions,

**ARTICLE X  
AFFILIATED TRANSACTIONS**

10.1 The Corporation elects not to be governed by Section 607.0901 of the FBCA, as amended, relating to affiliated transactions.

**ARTICLE XI  
LIABILITY OF DIRECTORS AND OFFICERS; INDEMNIFICATION**

11.1 Exculpation and Indemnity. The personal liability of the directors and officers of the Corporation for monetary damages shall be eliminated to the fullest extent permitted by the FBCA as it exists on the effective date of these Articles of Incorporation or as such law may be thereafter in effect. The directors and officers of the Corporation shall be indemnified by the Corporation to the fullest extent permitted by the FBCA. No amendment, modification or repeal of this Article XI shall adversely affect the rights provided hereby with respect to any claim, issue or matter in any proceeding that is based in any respect on any alleged action or failure to act prior to such amendment, modification or repeal.

**ARTICLE XII  
AMENDMENT**

12.1 Amendment. The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by law, and all rights conferred upon stockholders herein are granted subject to this reservation. No amendment, addition, alteration, change or repeal of these Articles of Incorporation shall be made unless it is first approved by the Board of Directors of the Corporation pursuant to a resolution adopted by the affirmative vote of a majority of the directors then in office, and thereafter is approved by the holders of a majority of the Shares of the Corporation entitled to vote thereon.