

Division of Corporations

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H05000150073 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 205-0381

From: Account Name : HOLLAND & KNIGHT
Account Number : 072100000016
Phone : (813) 227-8500
Fax Number : (813) 229-0134

05 JUN 21 AM 10:16

RECEIVED
DIVISION OF CORPORATIONS
FLORIDA DEPARTMENT OF STATE

FLORIDA NON-PROFIT CORPORATION

Financial Florida, Inc.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 04 |
| Estimated Charge | \$78.75 |

Electronic Filing Menu

Corporate Filing

Public Access Help

J. Shivers JUN 22 2005

06/21/2005 09:03

8132290134

HOLLAND&KNIGHT

PAGE 01/05

850-205-0381

6/20/2005 10:19

PAGE 001/001

Florida Dept of State



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

June 20, 2005

HOLLAND & KNIGHT

SUBJECT: FINANCIAL FLORIDA, INC.
REF: W05000030061

*Resubmit - Please
use original date.*

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.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

If you have any further questions concerning your document, please call (850) 245-6047.

Carolyn Lewis
Document Specialist
New Filings Section

FAX Aud. #: H05000150073
Letter Number: 305A00042127

H05000150073 3

**ARTICLES OF INCORPORATION
OF
FINANCIAL FLORIDA OPERATIONS, INC.**

The undersigned, acting as incorporator of FINANCIAL FLORIDA OPERATIONS, INC., under the Florida Not For Profit Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is: FINANCIAL FLORIDA PERATIONS, INC.

ARTICLE II. ADDRESS

The street address of the initial principal office and the mailing address of the corporation are:

One Tampa City Center, Suite 2760
Tampa, Florida 33602-5816

ARTICLE III. DURATION AND COMMENCEMENT

The corporation will exist perpetually, commencing on the date of filing these Articles of Incorporation.

ARTICLE IV. PURPOSE

The corporation is organized as a corporation not for profit, exclusively for the purpose of serving as a not for profit trade association or business league within the meaning of section 501(c)(6) of the Internal Revenue Code of 1986 or the corresponding provision of any future federal tax code, to serve the common business and professional interests of financial institutions that have located their operation centers in the state of Florida. In furtherance of these purposes, the corporation may make or accept grants, carry on programs and activities, and sponsor projects in order to promote and support the objectives aforesaid. Further, the corporation may engage in other activities designed or intended to accomplish such purposes. To these ends, the corporation may do and engage in any and all lawful activities that may be incidental or reasonably necessary to any of these purposes, and it shall have and may exercise all other powers and authority now or hereafter conferred upon corporations not for profit in the State of Florida.

ARTICLE V. LIMITATIONS ON CORPORATE POWER

The corporate powers of the corporation are as provided in Section 617.0302, Florida Statutes, except to the extent such powers are limited by the following provisions of this Article V:

FILED
RECORDS SECTION
JUN 21 AM 10:16
CLERK OF CIRCUIT COURT
JUN 21 2005

H05000150073 3

H05000150073 3

(a) No part of the assets or net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

(b) The corporation shall not engage in a regular business of a kind ordinarily carried on for profit, or perform particular services for individual persons.

(c) Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation qualifying for exemption from federal income tax as an organization described in Section 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The corporation designates One Tampa City Center, Suite 2760, Tampa, Florida 33602-5816, as the street address of the initial registered office of the corporation and names Tucker/Hall, Inc. the corporation's initial registered agent at that address to accept service of process within this state.

ARTICLE VII. MEMBERS

The corporation shall have one or more classes of members as provided in the bylaws of the corporation. The number of classes, the qualifications and rights of each class of members, and the manner of their admission shall be as provided in the bylaws.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

The number of directors shall be set, and may be either increased or diminished from time to time, as provided in the bylaws, but will never be less than three. The method of election or appointment of the directors shall be as provided in the bylaws. The initial Board of Directors shall be:

| <u>Name</u> | <u>Address</u> |
|---------------|--|
| Irving Cohen | 5002 W. Waters Avenue Tampa, FL 33634 |
| Ghassan Hakim | 100 Fountain Parkway N. St. Petersburg, FL 33716 |
| Peter Lewis | One Tampa City Center Suite 2760 Tampa, FL 33602 |

H05000150073 3

H05000150073 3

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator are:

Name**Address**

Richard B. Hadlow

100 N. Tampa Street, Suite 4100
Tampa, Florida 33602**ARTICLE X. INDEMNIFICATION**

(a) The corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the corporation or of any corporation not for profit of which the corporation is a member, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the corporation or of any corporation not for profit of which the corporation is a member. To the fullest extent not prohibited by law, the corporation shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director, within twenty (20) days after receipt by the corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

(b) The corporation by action of its board of directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding, by reason of the fact that such person is or was an employee or agent of the corporation or of any corporation not for profit of which the corporation is a member, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the corporation or of any corporation not for profit of which the corporation is a member. The corporation by action of its board of directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent, after receipt by the corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of directors, the authority granted to the board of directors in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the corporation relating thereto.

H05000150073 3

ARTICLE XI. DISSOLUTION

Upon the dissolution of the corporation, its residual assets shall be distributed for one or more exempt purposes within the meaning of either section 501(c)(3) or section 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provisions in these Articles of Incorporation in the manner prescribed by law.

The undersigned incorporator, for the purpose of forming a corporation not for profit under the laws of the State of Florida, has executed these Articles of Incorporation on June 16, 2005.



Richard B. Hadlow
Incorporator

The undersigned agrees to act as registered agent for the corporation named above, to accept service of process at the place designated in these Articles of Incorporation, and to comply with the provisions of the Florida Not For Profit Corporation Act, and acknowledges that he is familiar with, and accepts, the obligations of such position.

Dated: June 16, 2005

TUCKER/HALL, INC.

By: 

William Carlson, President

*2873346_v1

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 JUN 21 AM 10:11

H05000150073 3