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FLORIDA PROFIT/NON PROFIT CORPORATION

Stonegate Charitable Foundation, Inc.

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**ARTICLES OF INCORPORATION
OF
Stonegate Charitable Foundation, Inc.**

The undersigned, acting as incorporator of a corporation under the Florida nonprofit Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I
Name**

The name of the corporation is **Stonegate Charitable Foundation, Inc.**

**ARTICLE II
Location**

The principle place of business address of the Corporation is 1430 North Federal Highway, Fort Lauderdale, FL 33304 and the mailing address is PO Box 4678 Fort Lauderdale, FL 33338

**ARTICLE III
Exempt Purposes**

The Corporation is organized exclusively for charitable, religious, educational, scientific and to foster national and international amateur sports competition and develop amateur athletes for national and international competition in sports, including, for such purposes, the making of distributions to organizations that qualify as exempt organization under Section 501(c) (3) of the Internal Revenue Code of 1986, as amended (or similar provision of any future revenue law) (the "Code").

**ARTICLE IV
Membership**

The Corporation shall not have any members.

**ARTICLE V
Election of Board of Directors**

Directors shall be elected by the Board of Directors at the annual meeting of Directors. Newly elected Directors shall assume their duties at the Corporation's first regular meeting held in January of each year. The number of Directors of the Corporation shall be five, three of whom are current or former members of the Board of Directors of Stonegate Bank of Florida, Inc. and two are current or former employees of Stonegate Bank of Florida, Inc. Each Director shall hold office for the term for which the Director is elected or until the Director's successor shall have been elected and qualified. The

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terms of the Directors shall be staggered so that at least two members of the Board are elected at each annual meeting of the Directors. Directors of the Corporation need not be residents of Florida.

ARTICLE VI Directors

The number of directors constituting the initial board of directors is five. The names and addresses of the persons who are to serve as the initial directors of the Corporation are as follows:

David Seleski

1430 N. Federal Highway
Fort Lauderdale, FL 33304

Steve Cameron

1430 N. Federal Highway
Fort Lauderdale, FL 33304

Gerald Oliver

1430 N. Federal Highway
Fort Lauderdale, FL 33304

Jeff Holding

1430 N. Federal Highway
Fort Lauderdale, FL 33304

John L. Tomlinson

1430 N. Federal Highway
Fort Lauderdale, FL 33304

ARTICLE VII Prohibitions

No part of the 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 of Corporation set forth in Articles III and IV hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

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ARTICLE VIII Dissolution

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c) (3) of the Code, as the Board of Directors shall determine. No part of the assets of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons. Any of such assets not so disposed of shall be disposed of by the District Court 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 IX Registered Agent and Office

The name of the Corporation's initial registered agent and the street address of the initial registered office in Florida is John L. Tomlinson 500 NW 62nd Street, Suite 210, Fort Lauderdale, FL 33306.

ARTICLE X Incorporator

The name and address of the Incorporator is John L. Tomlinson, 500 NW 62nd Street, Suite 210, Fort Lauderdale, FL 33309.

ARTICLE XI Indemnification

Each person who was or is made a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director or officer of the corporation or while a director of the Corporation is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another corporation or of a partnership, joint venture, trust or other incorporated or unincorporated enterprise, including service with respect to employee benefit plans or trusts, whether the basis of

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such proceeding is alleged action or inaction in an official capacity as a director, officer, partner, trustee, employee or agent or in any other capacity while serving as a director, officer, partner, trustee, employee or agent shall be indemnified and held harmless by the Corporation to the fullest extent authorized by Florida Law as the same exists or may hereafter be amended and pursuant to the Corporation's bylaws as such bylaws may be amended.

Dated: 10/2/07

John L. Tomlinson
Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 617.0501, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

THAT **Stonegate Charitable Foundation, Inc.** DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS AT FORT LAUDERDALE, STATE OF FLORIDA, HAS NAMED **John L. Tomlinson 500 NW 62nd Street, Suite 210, Fort Lauderdale, FL 33309** AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE John L. Tomlinson
John L. Tomlinson

TITLE Incorporator

DATE 10/2/07

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 the statues relating to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as registered agent

SIGNATURE John L. Tomlinson Date 10/2/07
(Resident Agent)

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