

LABOR & EMPLOYMENT  
CIVIL RIGHTS  
GOVERNMENT LAW

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ROBERT G. WALKER, ESQ.  
CERTIFIED MEDIATOR (06302R)  
DENISE MILLER, PARALEGAL

P00000025140

State of Florida  
Department of State  
Corporate Division  
P. O. Box 6327  
Tallahassee, Florida 32314

March 2, 2000

400003159164--3  
-03/06/00--01142--005  
\*\*\*131.25 \*\*\*\*\*87.50

**Re: Capital Federal, Inc.**

To whom it may concern:

Enclosed is the original and one copy of the Articles of Incorporation for the above named Corporation. Please file the original in your offices and certify and return the copy to me at the above address.

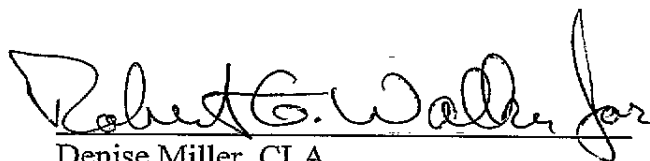
I have enclosed a check in the amount of \$131.25, covering:

Filing fee  
Certificate designating registered agent  
Certified copy

If you have any questions, or need anything further, please do not hesitate to contact me.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 MAR -6 PM 5:02

Very truly yours,



Denise Miller, CLA  
Paralegal to Robert G. Walker, Jr.  
Attorney at Law

cc: File

RGW/dm/Incorp/Capital/lsecstat.01

g 3/10/00

EFFECTIVE DATE

3/3/00

**ARTICLES OF INCORPORATION**

**OF**

**CAPITAL FEDERAL, INC**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 MAR -6 PM 5: 02

The undersigned hereby adopt the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

**ARTICLE I --- Name**

The name of this corporation is CAPITAL FEDERAL, INC

**ARTICLE II --- Commencement and Duration**

The corporation is to commence its corporate existence on the date of subscription and acknowledgment of these articles of incorporation by KEITH BERTHOLF, and shall exist perpetually thereafter until dissolved according to law.

**ARTICLE III --- Purpose**

The corporation is organized for the purpose of transacting any and all lawful business, and it is specifically contemplated by the parties hereto that the primary initial purpose of said corporation will be to provide financial services.

**ARTICLE IV --- ADDRESS**

The initial street address of the principal office of this corporation is 2573 Skipper Trail, Clearwater, Florida 33761.

**ARTICLE V --- REGISTERED AGENT**

The undersigned, KEITH BERTHOLF an individual resident of the State of Florida, does hereby state that he accepts appointment as Registered Agent for this corporation.

s/ Keith Bertholf (Seal)  
KEITH BERTHOLF

**ARTICLE VI --- Stated Capital**

The maximum number of shares that this corporation is authorized to have outstanding at any one time is five hundred (500) shares of common stock having a par value of \$1.00 per share.

Each outstanding share, regardless of class, shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

The shares of stock may be issued for such consideration, having a value not less than the par value of the shares issued therefor, as is determined from time to time by the board of directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration therefor has been paid. Thereafter, such shares shall be deemed to be fully paid and nonassessable.

**ARTICLE VII --- Board of Directors**

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors.

Any and all of the powers and duties conferred to or imposed upon the board of directors by resolution of the shareholders adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such person or persons as shall be provided by the shareholders.

The corporation shall have one director initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the bylaws of the corporation. Cumulative voting shall be permitted by the bylaws. In no event shall the number of directors be less than one.

The name and street address of the initial director who shall hold office until his successor, who shall be chosen at the first meeting of the stockholders, has qualified shall be:

<u>Name</u>	<u>Address</u>
Keith Bertholf	2573 Skipper Trail Clearwater, FL 33761

#### **ARTICLE VIII --- Indemnification**

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

#### **ARTICLE IX --- Bylaws**

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, but the board of directors may not alter, amend or repeal any bylaws adopted by the shareholders.

#### **X --- RESTRAINT ON ALIENATION OF SHARES**

The bylaws of the corporation shall provide for the restraint on alienation of shares so that any shareholder who desires to sell, pledge, give away or otherwise dispose of his or her shares must first offer the shares to the other shareholders in proportion to their then-existing holdings at a price to be determined by the directors or shareholders.

Furthermore, such bylaws shall contain the following provisions:

##### **A. DECEASED SHAREHOLDERS**

A provision shall be included to restrict alienation of shares of a deceased shareholder. The provision shall indicate that upon death of a shareholder the remaining shareholders shall have the same right to purchase, within a predetermined number of days of the death of said shareholder, the shares of the deceased shareholder as though an offer to sell had been made to them as in the case of a voluntary offer of sale.

##### **B. PREEMPTIVE RIGHTS OF EXISTING SHAREHOLDERS**

Existing shareholders shall have preemptive right to purchase any newly issued stock in proportion to the ownership of the stock on the date of creation of the newly issued stock.

#### **ARTICLE XI --- Amendment**

These articles of incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the stockholders, or at any special meeting of the stockholders called for that purpose.

**ARTICLE XII**

The names and street addresses of the Subscribers to these articles of incorporation are:

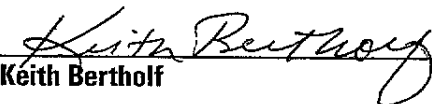
Name

Address

Keith Bertholf

2573 Skipper Trail  
Clearwater, FL 33761

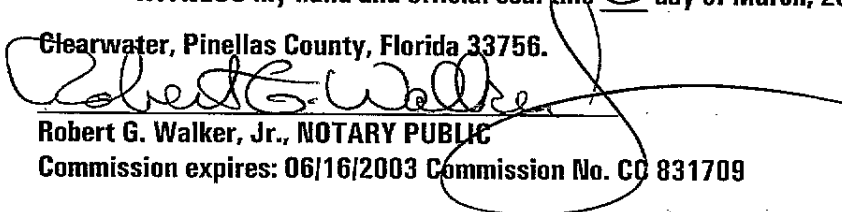
IN WITNESS WHEREOF, the undersigned, as the subscriber and incorporator, hereby execute these articles of incorporation this 3 day of March, 2000.

  
Keith Bertholf

STATE OF FLORIDA  
COUNTY OF PINELLAS

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared KEITH BERTHOLF, who is personally known or has produced a Personally Known Florida Drivers License or a \_\_\_\_\_ as ID and that he executed the same freely and voluntarily for the purposes therein expressed on the date last stated above, and who did not take an oath.

WITNESS my hand and official seal this 3<sup>d</sup> day of March, 2000, at 1421 Court Street, Suite F, Clearwater, Pinellas County, Florida 33756.

  
Robert G. Walker, Jr., NOTARY PUBLIC  
Commission expires: 06/16/2003 Commission No. CO 831709

Prepared by:  
Robert G. Walker, Jr.  
Attorney at Law  
Fla. Bar No. 329428  
1421 Court Street, Suite F  
Clearwater, Florida 33756  
(727) 442-8683

CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 MAR -6 PM 5:02

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATION THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: CAPITAL FEDERAL, INC.
2. The name and address of the registered agent and office is:

Keith Bertholf  
2573 Skipper Trail  
Clearwater, Florida 33761

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in his 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 statutes 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.

  
Keith Bertholf

Date 3/3/00