

Sent by: STEARNS WEAVER

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Division of Corporations

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Florida Department of State

Division of Corporations  
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Katherine Harris, Secretary of State

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To: Division of Corporations  
Fax Number : (850) 922-4001

From: Account Name : STEARNS WEAVER MILLER, ET AL.  
Account Number : 076077002504  
Phone : (305) 789-3200  
Fax Number : (305) 789-3395

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2000 MAR 23 PM 3:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

BankAtlantic Financial Ventures, Inc.

Certificate of Status	0
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**OFFICE OF THE COMPTROLLER**  
DEPARTMENT OF BANKING AND FINANCE  
STATE OF FLORIDA  
TALLAHASSEE  
92399-0350



March 23, 2000

Alison W. Miller, Esquire  
Stearns Weaver Miller Weissler  
Alhadeff & Siterson, P.A.  
Law Offices  
Museum Tower  
150 West Flagler Street  
Miami, Florida 33130

Dear Ms. Miller:

Re: "BankAtlantic Financial Ventures, Inc."

Reference is made to your letter/fax dated March 22, requesting approval of the above-referenced corporate name which will be a wholly-owned subsidiary of BFC Financial Corporation, a savings bank holding company which controls BankAtlantic Bancorp, the parent of BankAtlantic, FSB.

As Section 655.922(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 use of the above corporate name being registered to transact business in the state of Florida.

Sincerely,

Alex Hager  
Acting Director

:kr

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

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**ARTICLES OF INCORPORATION  
OF  
BANKATLANTIC FINANCIAL VENTURES, INC.**

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TALLAHASSEE, FLORIDA

**ARTICLE I - NAME AND ADDRESS**

The name of this corporation is **BANKATLANTIC FINANCIAL VENTURES, INC.** (the "Corporation"). The address of the principal office and the mailing address of the Corporation is 1750 East Sunrise Boulevard, For Lauderdale, Florida 33304.

**ARTICLE II - PURPOSE**

The Corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE III - CAPITAL STOCK**

The aggregate number of shares which the Corporation shall have authority to issue is One Thousand (1,000) shares of common stock, all of which are to have a par value of One Cent (\$.01) per share. The Board of Directors shall fix the consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed or written promises to perform services and shall have a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

Filed by:  
Jackie Gerstenfeld, Corp. Legal Asst.  
Stearns Weaver Miller, et al  
150 West Flagler Street, Suite 2200  
Miami, Florida 33130  
T: 305-789-3200/F: 305-789-3395

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ARTICLE IV - INITIAL REGISTERED

OFFICE AND AGENT

The street address of the initial registered office of the Corporation and the name of the initial registered agent of the Corporation at such office is:

<u>Name</u>	<u>Address</u>
Alison W. Miller	150 West Flagler Street 2200 Museum Tower Miami, Florida 33130

ARTICLE V - COMMENCEMENT

The Corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State.

ARTICLE VI - INITIAL

BOARD OF DIRECTORS

The initial Board of Directors of the Corporation shall be comprised of one person. The number of directors may be increased and thereafter either increased or decreased from time to time as provided for in the Bylaws of the Corporation, but shall never be less than one. The name and address of the sole member of the initial Board of Directors of the Corporation is:

<u>Name</u>	<u>Address</u>
Alan B. Levan	1750 East Sunrise Boulevard Fort Lauderdale, Florida 33304

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ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator is:

<u>Name</u>	<u>Address</u>
Alison W. Miller	150 West Flagler Street 2200 Museum Tower Miami, Florida 33130

ARTICLE VIII - BYLAWS

The power to alter, amend or repeal the Bylaws shall be vested in each of the Board of Directors and the shareholders of the Corporation.

ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director of the Corporation, to the fullest extent permitted by law.

ARTICLE X - AMENDMENT

The Corporation reserves to its shareholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation. Any rights which these Articles may confer upon the Corporation may be modified or canceled by a vote of the shareholders to amend or repeal said Articles.

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IN WITNESS WHEREOF, the undersigned has executed these Articles of  
Incorporation this 22nd day of March, 2000.

  
Alison W. Miller, Incorporator

ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing  
Articles of Incorporation and state that I am familiar with and accept the obligations of Section  
607.0501 of the Florida Statutes.

  
Alison W. Miller, Registered Agent

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