

# P00000078268

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 : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 541-3694  
Fax Number : (305) 541-3770

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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### FLORIDA PROFIT CORPORATION OR P.A.

### CITY HOLDING CORP.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

ARTICLES OF INCORPORATION

OF

CITY HOLDING CORP.

5

THE UNDERSIGNED, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. The name of the corporation is:

CITY HOLDING CORP.

2. The period of duration is perpetual.

3. The purpose of the corporation is to engage in any activity or business permitted under the laws of the United States of America and of the State of Florida;

4. The corporation shall have the authority to issue One Hundred (100) shares, all of one class, at One (\$1.00) Dollar per value.

5. The address of its initial Registered Office:

999 Ponce de Leon Boulevard  
Suite 720  
Coral Gables, Florida 33134

6. The name of its initial Registered Agent is:

RAUL CARRERAS, JR.

RAUL CARRERAS JR., P.A.  
999 Ponce de Leon Boulevard  
Suite 720  
Coral Gables, Florida 33134  
Tel. (305) 444-3800  
Florida Bar No. 297992

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7. The number of directors constituting its initial Board of Directors is one (1), whose name and address is:

KAMAL MHEISEN  
151 Opa Locka Boulevard  
Opa Locka, Florida 33054

8. The Principal Office of the corporation is:

999 Ponce de Leon Boulevard  
Suite 720  
Coral Gables, Florida 33134

9. The mailing address of the corporation is:

999 Ponce de Leon Boulevard  
Suite 720  
Coral Gables, Florida 33134

10. The name and address of the incorporator is:

KAMAL MHEISEN  
151 Opa Locka Boulevard  
Opa Locka, Florida 33054

11. The preemptive rights shall be as follows:

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money, or any property or services, from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any stockholder shall be determined by the ratio of the authorized and issued shares of common stock held by the holder to all shares of common stock then authorized.

DATED: This 17<sup>th</sup> day of August, 2000.

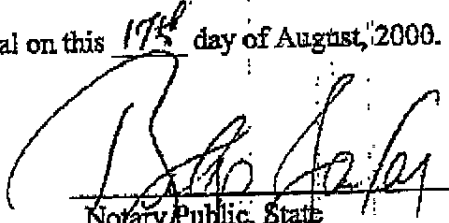
  
KAMAL MHEISEN

STATE OF FLORIDA     )  
                                  ) S.S.  
COUNTY OF DADE     )

BEFORE ME, the undersigned authority personally appeared KAMAL MHEISEN, who after being duly sworn, deposes and states that he is the person who executed the above Articles of Incorporation, and that he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein stated and set forth.

WITNESS MY HAND and Official Seal on this 17<sup>th</sup> day of August, 2000.

OFFICIAL NOTARY SEAL  
BELKIS JAULAR  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC96420  
MY COMMISSION EXP. OCT. 27, 2000

  
Notary Public, State  
of Florida at Large

My Commission Expires:

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

Pursuant to Chapter 48.091 of the Florida Statutes, the following is submitted in compliance with the said Act:

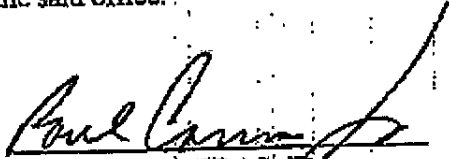
That CITY HOLDING CORP., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, in the County of Dade, State of Florida, has named the following individual as its agent to accept service of process within this State:

RAUL CARRERAS, JR.  
999 Ponce de Leon Boulevard  
Suite 720  
Coral Gables, Florida 33134

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**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of the said Act relative to keeping open the said office.

  
RAUL CARRERAS, JR.