

IGler & Dougherty, P.A.

Requestor's Name

1501 Park Ave East

Address

Tall / FL / 32301 878-2411

City/State/Zip

Phone #

900003508939--1

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*****70.00 *****70.00

Office Use Only

PO0000116126

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Bank of St. A (Corporation Name) (Document #)

2. BSA Financial Services, Inc. (Corporation Name) (Document #)

3. (Corporation Name) (Document #)

4. (Corporation Name) (Document #)

☒ Walk in
☐ Mail out

☒ Pick up time
☐ Will wait

☐ Photocopy

☐ Certified Copy
☐ Certificate of Status

Please Call Stephanie @ 878-2411
when ready

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Renstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

W-20115

DEC 20 2000

Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 20, 2000

IGLER & DOUGHERTY, P.A.

SUBJECT: BSA FINANCIAL SERVICES, INC.
Ref. Number: W00000029782

We have received your document for BSA FINANCIAL SERVICES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

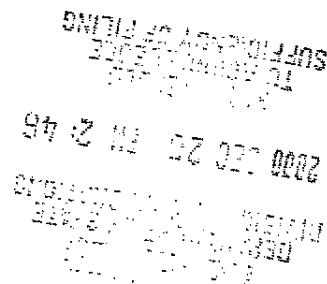
The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6927.

Tracy Smith
Document Specialist

Letter Number: 400A00063883



**ARTICLES OF INCORPORATION
OF
BSA FINANCIAL SERVICES, INC.**

FILED
00 DEC 20 PM 3:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of the Corporation is BSA FINANCIAL SERVICES, INC. ("Corporation"). The initial principal place of business of the Corporation shall be 120 State Road 312 West St. Augustine, Florida 32086, or at such other place within the State of Florida as the Board of Directors may designate. The name of the registered agent is Igler & Dougherty, PA, 1501 Park Avenue East, Tallahassee, FL 3230.

ARTICLE II - NATURE OF BUSINESS

The Corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States and the State of Florida, or any other state, county, territory or nation.

ARTICLE III - CAPITAL STOCK

The maximum number of shares the Corporation is authorized to issue is 1,000,000 shares of common stock, par value one cent (\$0.01) per share ("Common Stock"). Each holder of shares of Common Stock shall be entitled to one vote per share on all matters requiring shareholder approval. The shares may not be voted cumulatively. The shares may be issued from time to time as authorized by the Board of Directors without the approval of shareholders. Consideration for shares issued shall be cash, tangible or intangible, labor, or services actually performed, or a combination of the above. Upon the payment of the consideration, such shares shall be considered to be fully paid and nonassessable.

ARTICLE IV - TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE V - OFFICERS AND DIRECTORS

The name street addresses, and the term of office of the directors who shall hold office until successors are elected are:

<u>Name</u>	<u>Address</u>	<u>Title</u>	<u>Term Expires</u>
Harry J. Bell	120 State Road 312 West St. Augustine, Florida	President and Director	April, 2003
William F. DiMare	3545 US 1 South St. Augustine, Florida	Director	April, 2001
Charles J. Garner	14 Contera Dr St Augustine Beach, FL	Director	April 2001
Henry F. Green, III	24 St. Augustine Blvd St. Augustine, Florida	Director	April, 2003
Dwayne D. Porter	120 State Rd 312 West St. Augustine, Florida	Director	April, 2002
Michael Versaggi	73 Valencia Street St. Augustine, Florida	Director	April, 2003
Henry M. Whetstone	282 St. George St St. Augustine, Florida	Director	April, 2002

ARTICLE VI - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is Herbert D. Haughton, Igler & Dougherty, PA 1501 Park Avenue East, Tallahassee, FL 32301

ARTICLE VII - MANAGEMENT OF THE BUSINESS OF THE COMPANY

Section 1 - Authority of the Board. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. In addition to the powers and authority expressly conferred upon them by the Florida Statutes or by these Articles of Incorporation or the Bylaws of the Corporation, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation.

Section 2 - Action by Shareholders. Any action required or permitted to be taken by the shareholders of the Corporation may be effected at a duly called Annual or Special Meeting of Shareholders of the Corporation or may be effected by a consent in writing by such shareholders.

Section 3 - Special Meetings of Shareholders. Special Meetings of shareholders of the Corporation may be called by the Board of Directors pursuant to a resolution adopted by a majority of the total number of authorized directors (whether or not there exist any vacancies in previously authorized directorships at the time any such resolution is presented to the Board for adoption), the Chairman of the Board or the President of the Corporation, or by shareholders holding at least 10% of the outstanding shares of the Corporation.

ARTICLE VIII - NUMBER OF DIRECTORS

Section 1 - Number of Directors: The Board of Directors of the Corporation shall be comprised of not less than three (3) nor more than nine (9) directors and shall be fixed from time to time exclusively by the Board of Directors pursuant to a resolution adopted by a majority of the Full Board as set forth in the Corporation's Bylaws. The Board of Directors is authorized to increase the number of directors by no more than two and to immediately appoint persons to fill the new director positions until the next Annual Meeting of Shareholders, at which meeting the new director positions shall be filled by persons elected by the shareholders of the Corporation. However, this Section shall not be construed to limit the authority of the shareholders of the Corporation to increase the number of directors in accordance with the Bylaws of the Corporation.

Section 2 - Election and Term: Directors shall be elected by a plurality of the votes cast by the shares entitled to vote in the election at a meeting at which a quorum is present. The term of the initial directors of the Corporation expires at the first shareholders' meeting at which directors are elected.

Section 3 - Classes: The directors shall be divided into three classes, as nearly equal in number as reasonably possible, with the term of office of the first class (Class I) to expire at the Annual Meeting of Shareholders one year following their election, the term of office of the second class (Class II) to expire at the Annual Meeting of Shareholders two years following their election and the term of office of the third class (Class III) to expire at the Annual Meeting of Shareholders three years following their election. At each Annual Meeting of Shareholders following such initial classification and election, directors elected to succeed those directors whose terms expire shall be elected for a term of office to expire at the third succeeding Annual Meeting of Shareholders after their election.

Section 4 - Vacancies: Newly created directorships resulting from any increase in the authorized number of directors or any vacancies in the Board of Directors resulting from death, resignation, retirement, disqualification, removal from office or other cause may be filled only by a majority vote of the directors then in office, though less than a quorum. Directors so chosen shall hold office for a term expiring at the next Annual Meeting of Shareholders. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director.

Section 5 - Notice: Advance notice of shareholder nominations for the election of directors and of business to be brought by shareholders before any meeting of the shareholders of the Corporation shall be given in the manner provided in the Bylaws of the Corporation.

Section 6 - Removal by Shareholders: Any director, or the entire Board of Directors, may be removed from office at any time by the affirmative vote of the holders of at least a majority of the voting power of all of the then-outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class.

ARTICLE IX - ACQUISITION OFFERS

The Board of Directors of the Corporation, when evaluating any offer of another Person to (i) make a tender or exchange offer for any equity security of the Corporation, (ii) merge or consolidate the Corporation with another corporation or entity or (iii) purchase or otherwise acquire all or substantially all of the properties and assets of the Corporation, shall, in connection with the exercise of its judgment in determining what is in the best interest of the Corporation and its shareholders, give due consideration to all relevant factors, including, without limitation, the social and economic effect of acceptance of such offer on the Corporation's present and future customers and employees and those of its Subsidiaries; on the communities in which the Corporation and its Subsidiaries operate or are located; on the ability of the Corporation to fulfill its corporate objectives as a financial institution holding company and on the ability of its subsidiary financial institutions to fulfill the objectives of such institutions under applicable statutes and regulations.

ARTICLE X - PREEMPTIVE RIGHTS

Holders of the common stock of the Corporation shall not have preemptive rights as described in Section 607.0630, Florida Statutes.

ARTICLE XI - RESTRICTION ON SALE OF STOCK

In the event the Corporation should elect S Corporation status under the Internal Revenue Code, no transfer of shares of the Corporation's stock to any person or entity which would destroy such status (a "Disqualifying Transfer") shall be valid. This restriction shall be noted conspicuously on the back of all of the certificates representing shares of stock in the Corporation.

ARTICLE XII - INDEMNIFICATION

Section 1 - General: The Corporation shall indemnify any officer, director, employee or agent of the Corporation to the fullest extent authorized by Section 607.0850, Florida Statutes, as it now exists or may hereafter be amended, but in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment. This includes, but is not limited to, any person who was or is made a party or is threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative or investigative ("Proceeding"), 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 is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such Proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent, reasonably incurred or suffered by such person in connection therewith. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that the Corporation shall indemnify any such person seeking indemnity in connection with an action, suit or Proceeding (or part thereof) initiated by such person only if such action, suit or Proceeding (or part thereof) was authorized by the Board of Directors of the Corporation. Such right shall be a contract right and shall include the right to be paid by the Corporation for all expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that, the payment of such expenses incurred by a director or officer

in his or her capacity as a director or officer (and not in any other capacity in which service was or is rendered by such person while a director or officer, including, without limitation, service to an employee benefit plan) in advance of the final disposition of such proceeding, shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it should be determined ultimately that such director or officer is not entitled to be indemnified under this Article or otherwise.

Section 2 - Failure to Pay Claim: If a claim under Section 1 of this Article is not paid in full by the Corporation within 90 days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any, has been tendered to the Corporation) that the claimant has not met the standards of conduct which make it permissible under Section 607.0850 for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel, or its shareholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Section 607.0850, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel, or its shareholders) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that claimant has not met the applicable standard of conduct.

Section 3 - Other Rights: The rights conferred on any individual by Sections 1 and 2 of this Article shall not be exclusive of any other right which such individual may have or hereafter acquire under any statute, provision of these Articles of Incorporation, Bylaws of the Corporation, agreement, vote of shareholders or Disinterested Directors or otherwise.

Section 4 - Insurance: The Corporation may maintain insurance, at its expense, to protect itself and any such director, officer, employee or agent of the Corporation or another corporation,

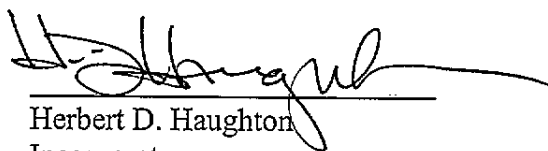
partnership, joint venture, trust or other enterprise against any such expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under Section 607.0850

Section 5 - Personal Liability: A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for any statement, vote, decision or failure to act regarding corporate management or policy except as provided in the FBCA. If Section 607.0850 is amended after adoption of these Articles of Incorporation and such amendment further eliminates or limits the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended. Any repeal or modification of the foregoing paragraph by the shareholders or the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE XIII - AMENDMENT

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation in the manner prescribed by the laws of the State of Florida, and all rights conferred upon shareholders are granted subject to this reservation; provided, however, that, notwithstanding any other provision of these Articles of Incorporation or any provision of law which might otherwise permit a lesser vote or no vote, the affirmative vote of the holders of at least a majority of the voting power of all of the then-outstanding shares of the capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class, shall be required to amend or repeal these Articles.

IN WITNESS OF THE FOREGOING, the undersigned has executed these Articles of Incorporation on behalf of the Board of Directors this 20th day of December, 2000.


Herbert D. Haughton
Incorporator

STATE OF FLORIDA)
COUNTY OF LEON)

BEFORE ME, the undersigned Notary Public, in and for the State of Florida at large, personally appeared Herbert D. Haughton, known personally to me to be the individual described in and who executed the foregoing Articles of Incorporation of BSA FINANCIAL SERVICES, INC. and after being duly sworn, acknowledged that he executed the same for the uses and purposes therein expressed.

(Seal)

Myrtice Smith Lester
Notary Public



Myrtice Smith Lester
MY COMMISSION # CC721069 EXPIRES
April 27, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

In accordance with Section 48.091, Florida Statutes, the following designation and acceptance are being submitted in compliance thereof.

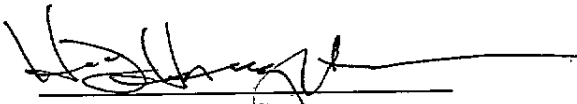
DESIGNATION:

Pursuant to the provision of Section 607.0501, Florida Statutes, BSA FINANCIAL SERVICES, INC., desires to organize under the laws of the State of Florida, and in connection therewith, hereby designates the law firm of Igler & Dougherty, P.A., as its registered agent whose address is 1501 Park Avenue East, Tallahassee, Florida 32301, which address shall also be the address of the Registered Office of the Corporation.

ACCEPTANCE:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, we hereby agree to act in this capacity, and we further agree to comply with the provisions of all statutes relative to the proper and complete performance of our duties, and we accept the duties and obligations of Section 607.0501, Florida Statutes.

IGLER & DOUGHERTY, P.A.


H. D. Haughton, Secretary

Dated: December 20th, 2000

FILED
00 DEC 20 PM 3.37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA