

FROM HOLLAND & KNIGHT TAMPA

(FRI) 2. 28' 03 11:48/ST. 11:47/NO. 4260953305 P 1

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FLORIDA PROFIT CORPORATION OR P.A.

MRCB Holdings, Inc.

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FROM HOLLAND & KNIGHT TAMPA

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ARTICLES OF INCORPORATION
OF
MRCB HOLDINGS, INC.

The undersigned, acting as incorporator of MRCB Holdings, Inc. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is: MRCB Holdings, Inc.

ARTICLE II. ADDRESS

The mailing address of the corporation is:

480 Eighth Avenue West
Palmetto, Florida 34221

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence upon filing these articles of incorporation.

ARTICLE IV. PURPOSE & POWERS

The purpose of the corporation is to engage in any lawful act or activity for which a savings and loan holding company may be organized under Section 10 of the Home Owners' Loan Act and the Florida Business Corporation Act, and to exercise all of the express, implied, and incidental powers conferred thereby and by all acts amendatory thereof and supplemental thereto.

ARTICLE V. AUTHORIZED SHARES

The total number of shares of all classes of capital stock which the corporation has the authority to issue is 10,000,000 all of which shall be common stock, of par value of \$1.00 per share. The shares may be issued from time to time as authorized by the board of directors without the approval of its shareholders except as otherwise provided in this Article V or to the extent that such approval is required by governing law, rule, or regulation. The consideration for the issuance of the shares shall be paid in full before their issuance and shall not be less than the par or stated value. Neither promissory notes nor future services shall constitute payment or part payment for the issuance of shares of the corporation. The consideration for the shares shall be cash, tangible or intangible property (to the extent direct investment in such property would be permitted), labor or services actually performed for the corporation, or any combination of the foregoing. In the

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absence of actual fraud in the transaction, the value of such property, labor, or services, as determined by the board of directors of the corporation, shall be conclusive. Upon payment of such consideration such share shall be deemed to be fully paid and nonassessable. In the case of a stock dividend, that part of retained earnings of the corporation which is transferred to common stock or paid in capital accounts upon the issuance of shares as a stock dividend shall be deemed to be the consideration for their issuance.

Except for shares issued in the initial organization of the corporation, no shares of common stock (including shares issuable upon conversion, exchange or exercise of other securities) shall be issued, directly or indirectly, to officers, directors, or controlling persons of the corporation other than as part of a general public offering or as qualifying shares to a director, unless the issuance or the plan under which they would be issued has been approved by a majority of the total votes eligible to be cast at a legal meeting.

The holders of the common stock shall exclusively possess all voting power. Each holder of shares of common stock shall be entitled to one vote each share held by such holder and there shall be no right to cumulate votes in an election of directors. Subject to any provision for a liquidation account, in the event of any liquidation, dissolution, or winding up of the corporation, the holders of the common stock shall be entitled, after payment or provision for payment of all debts and liabilities of the corporation, to receive the remaining assets of the corporation available for distribution, in cash or in kind. Each share of common stock shall have the same relative rights as and be identical in all respects with all the other shares of common stock.

ARTICLE VI. PREEMPTIVE RIGHTS

Holders of the capital stock of the corporation shall not be entitled to preemptive rights with respect to any shares of the corporation which may be issued.

ARTICLE VII. BUSINESS COMBINATIONS

Any combination, as defined in Title 12, Chapter V, Section 552.13, Subparagraph (b) of the Code of Federal Regulations, in which the corporation will be a constituent institution, shall be subject to the shareholder approval requirements of Subparagraph (h) of Section 552.13.

ARTICLE VIII. INITIAL REGISTERED OFFICE AND AGENT

The street address of the current registered office of the corporation is 430 Eighth Avenue West, Palmetto, Florida 34221, and the name of the corporation's current registered agent at that address is Jon R. Neuhauser.

ARTICLE IX. BOARD OF DIRECTORS

The corporation shall be under the direction of a board of directors. The authorized number of directors, as stated in the corporation's bylaws, shall not be fewer than five nor more than fifteen except when a greater number is approved by the Director of the Office or his or her delegate.

ARTICLE X. INCORPORATOR

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Jon R. Neuhauser	430 Eighth Avenue West Palmetto, Florida 34221

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE XI. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

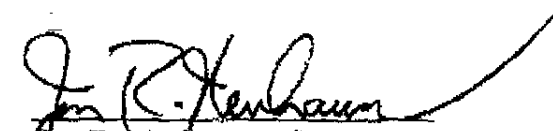
ARTICLE XII. AMENDMENTS

Except as provided in Article V and Article VII, no amendment, addition, alternation, change, or repeal of these articles of incorporation shall be made, unless such is proposed by the board of directors of the corporation and approved by the shareholders by a majority of the total votes eligible to be cast at a legal meeting.

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The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 26th day of February 2003.


Jon R. Neuhauser, Incorporator

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That MRCB Holdings, Inc., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 430 Eighth Avenue West, Palmetto, Florida 34221 has named Jon R. Neuhauser, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with, and accept, the obligations of that position.

Dated this 26th day of February, 2003.


Jon R. Neuhauser, Registered Agent

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