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03 MAR 24 PM 2:20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W03-7032

1 SMITH MAR 24 2003

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: HOMELAND GROUP FINANCIAL, INC
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00 Filing Fee
 \$78.75 Filing Fee & Certificate of Status

<input type="checkbox"/> \$78.75 Filing Fee & Certified Copy	<input type="checkbox"/> \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED	

FROM: P. A VAN SPRONSEN
Name (Printed or typed)

3300 HENDERSON BLVD, STE 207
Address

TAMPA, FL 33609
City, State & Zip

813-995-2744
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

March 11, 2003

P A VAN SPRONSEN
3300 HENDERSON BLVD STE 207
TAMPA, FL 33609

SUBJECT: HOMELAND GROUP FINANCIAL, INC.
Ref. Number: W03000007032

We have received your document for HOMELAND GROUP FINANCIAL, 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):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

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) 245-6927.

Tracy Smith
Document Specialist
New Filings Section

Letter Number: 703A00015362

**ARTICLES OF INCORPORATION
OF
HOMELAND GROUP FINANCIAL, INC.**

FILED
03 MAR 24 PM 2:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, desiring to form a corporation (hereinafter referred to as the "**Corporation**") pursuant to the provisions of the Florida Business Corporation Law, as amended, (hereinafter referred to as the "Law"), executes the following Articles of Incorporation:

**Article 1
Name**

Section 1.1 Corporate Name. The name of the Corporation is **HOMELAND GROUP FINANCIAL, INC.**

**Article 2
Principle Office**

Section 2.1 Principle Office. The street address of the Corporation's Registered Office is 3300 Henderson Blvd, Suite 207, Tampa, Florida 33609

**Article 3
Purposes and Powers**

Section 3.1 Corporate Purposes. The purposes for which the Corporation is formed are for the transaction of any and all lawful business for which a corporation may be incorporated under the Law.

Section 3.2 Corporate Powers. The Corporation shall have the power to perform any act that is necessary, convenient or expedient to accomplish any purpose within the contemplation of these articles.

Section 3.3 Period of Existence. The period of duration of this Corporation shall be perpetual.

**Article 4
Authorized Shares**

Section 4.1 Number of Shares. The total number of shares which the Corporation shall have the authority to issue is two thousand (2,000), consisting of one thousand (1,000) shares of voting common stock and one thousand (1, 000) shares of non-voting common stock.

Section 4.2 Terms of Shares.

4.2.1 Classes. The authorized shares of the Corporation shall consist of two (2) classes of common shares: Voting Common shares ("Class A") and Non-voting Common shares ("Class B").

4.2.2 Rights in General.

4.2.2.1 Differences in Voting Privileges Only. All shares have the same rights and privileges, including but not limited to participation in dividends, rights upon dissolution, and participation in other distributions of all kinds, except that that Class B shares have no voting privileges, except to the extent specified in Section 4.3.1.2. No holder of any shares, either Voting or Non-Voting, has any priority over any other holder of shares, either Voting or Non-Voting, with respect to dividends, distributions, liquidation, or any other rights under the Law other than voting rights. Shareholders have no preemptive rights but are entitled to receive the net assets of the Corporation upon dissolution.

4.2.2.2 Dividends. Dividends or distributions may be declared and paid upon outstanding shares at the discretion of the Board of Directors from time to time in compliance with applicable provisions of the Law. Dividends payable on shares of any kind or class of the Corporation may be paid to the holders of shares of that or any other kind or class of shares.

4.2.2.3 Restriction on Transfer of Shares. The rights of shareholders of the Corporation to sell, pledge, hypothecate, give away, or otherwise dispose of any shares, may be subject to restrictions, which may be set forth in these Articles of Incorporation, the By-Laws of the Corporation, an agreement between one or more shareholders and the Corporation, or other agreement. Any attempted sale, pledge, hypothecation, gift, or other disposal of any shares in violation of the terms and conditions found in these Articles or Incorporation, the By-Laws, an agreement between one or more shareholders and the Corporation or any other agreement shall be null and void.

Section 4.3 Voting Rights.

4.3.1 In General.

4.3.1.1 Voting Common Shares. Every Holder of Class A shares of the Corporation has the right, at every shareholders' meeting, to one vote for each such share standing in the shareholder's name on the books of the Corporation.

4.3.1.2 Non-Voting Common Shares. Holders of Class B shares have no voting rights unless Florida Code applies, e.g., unless a proposed amendment to these Articles of Incorporation would change the designation, rights, preferences, or limitations of all or part of such non-voting shares or would create a new class of shares having distribution, dividend, or dissolution rights that are superior or prior to the rights of the Class B shares.

4.3.2 Right of Class B Shareholders to Notice. The Corporation shall give Class B shareholders every written notice that the Law requires to be given to shareholders of a Florida business corporation and notice of any regular or special meeting of the shareholders at which a proposed amendment described in subsection 4.3.1.2 is scheduled to be discussed or voted upon. To the extent provided in the By-Laws or in resolutions calling special meetings of the Class A shareholders, the Corporation may (but is not required to) provide Class B shareholders with notice and an opportunity to attend regular or special meetings of the Class A shareholders regarding matters about which Class B shareholders have no right to vote.

4.3.3 No Greater Requirements. These Articles of Incorporation do not require any greater portion of the shares to concur in any action taken by the shareholders than is required by the Law.

Article 5 Directors

Section 5.1 Number of Directors. The initial Board of Directors is comprised of two (2) directors, who shall hold office until the next annual meeting of shareholders at which directors are elected or until the directors' earlier removal, resignation or death. At any time after the adoption of By-Laws for the Corporation, the number of directors shall be specified in, or fixed in accordance with the By-Laws, but in any event the number of directors shall not be less than one (1) nor greater than five (5) unless this Section is amended.

Section 5.2 Qualifications of Directors. Directors need not be residents of the State of Florida. Unless and until the Board of Directors provides in the By-Laws that directors must be shareholders of the Corporation, directors need not be shareholders.

Section 5.3 Powers of Directors. The Board of Directors shall have the power to direct the management of the business and affairs of the Corporation. In addition to the powers and authorities set forth herein or expressly conferred upon the directors by statute or common law, the directors are hereby authorized to exercise all such powers and perform all such actions as may be exercised or done by a corporation organized and existing under the provisions of the Law.

Section 5.4 Removal of Directors. Any or all of the directors may be removed at anytime for a specific cause found and determined by vote of not less than two-thirds (2/3) of the entire Board of Directors at any time. Any or all of the directors may be removed, with or without cause, a meeting of the shareholders called expressly for that purpose, by the affirmative vote of the holders of a majority of the shares then entitled to vote at an election of directors. Directors may only be removed in accordance with this Section.

Section 5.5 Name and Address of Initial Directors.

Name and Address

Brad Adams, 2625 North Meridian Street, Suite 53 Indianapolis, Indiana 46208

Pieter A. vanSpronsen, 3300 Henderson Blvd, Suite 207, Tampa, Florida 33609

**Article 6
Registered Agent**

Section 6.1 Registered Agent. Corporation's Registered Agent for service of process is: Pieter A. vanSpronsen 3300 Henderson Blvd, Suite 207, Tampa, Florida 33609

Registered Agent Acceptance:

Section 6.2 Registered Agent Acceptance: *Having been named as registered agent and to accept service of process for Homeland Group Financial, Inc. at 3300 Henderson Blvd, Suite 207, Tampa, Florida 33609. 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*



Pieter A. vanSpronsen

**Article 7
Incorporator**

Pieter A. vanSpronsen, 3300 Henderson Blvd, Suite 207, Tampa, Florida 33609

**Article 8
Indemnification of Directors, Officers, and Other Covered Persons**

Section 8.1 "Covered Persons" Defined. For purposes of this article, a "Covered person" means an individual who:

- (a) Is or was an officer or director of the Corporation and is therefore eligible to receive indemnification from the Corporation under Section 8.2, or
- (b) Is or was a director, officer, shareholder, employee, independent contractor, or agent of the Corporation and is eligible to receive indemnification from the Corporation pursuant to a contract with the Corporation, a resolution or other determination by the Board of Directors, or a provision of applicable law.

Section 8.2 Indemnification in General, Conditions. This Article requires the Corporation to indemnify former and current officers and directors of the Corporation to the maximum extent permitted by Florida Statute. This Article permits but does not require the Corporation to indemnify current or former shareholders, employees, independent contractors, or agents, to the extent permitted. Where Florida Statute affirmatively requires the Corporation to pay indemnification, to advance expenses, and to make determinations, the Corporation shall do so in good faith and consistent with Florida Statutes as amended from time to time. However, where Florida Statute (as amended from time to time) merely permits the Corporation to pay indemnification, to advance expenses, and to make determinations, the Corporation may but is not required to do so, unless such indemnification or advancement of expenses is expressly required by contract or other applicable law. In all cases or situations:

- (a) The right of a Covered Person to indemnification under this Article arises when the Covered Person is made a party or threatened to be made a party in any pending or threatened suit, action, or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal ("Proceeding");
- (b) The right of a Covered Person to indemnification under this Article is conditioned upon a determination by the Corporation (under Florida Statute as amended from time to time) that the Covered Person's conduct conformed to the standard in Florida Statute (as amended from time to time); and
- (c) The Corporation's obligation to indemnify extends to the Covered Person's liability or obligation to pay any judgment, settlement, penalty, fine, court costs, reasonable attorney fees, and other reasonable expenses incurred in or with respect to the Proceeding in which the Covered Person has been made or threatened to be made a party.

Upon receiving a written demand by a Covered Person for indemnification or advancement of expenses, the Corporation shall proceed as provided in Florida Statute (as amended from time to time), to determine whether the Covered Person is entitled to indemnification or advancement of expenses (as the case may be) under this Article or under a contract or other applicable law.

Section 8.3 Notice to Shareholders. If the Corporation indemnifies or advances expenses to a current or former director or officer under this Article or under the Law in connection with a proceeding by or in the right of the Corporation, then to the extent required by the Law, the Corporation shall report the indemnification or advance in writing to the shareholders of the Corporation with or before the notice of the next shareholders' meeting.

Section 8.4 This Article Not Exclusive. This Article does not preclude or limit any current or former officer, director, shareholder, employee, independent contractor, or agent of the Corporation from seeking and receiving indemnification, advancement of expenses, or both under a written contract with the Corporation or under other applicable law.

Section 8.5, Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, independent contractor or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, against any liability asserted against or incurred by such person in any capacity or arising out of his or her status as such, whether or

not the Corporation has the obligation or power to indemnify such person against such liability under the provisions of this Article, the Law, the rest of these the Articles of Incorporation, or otherwise.

Section 8.6 Effective Date. Continuation of Indemnity. This Article applies to any Proceeding (as defined in Section 8.2(a) of this Article) that commences after the adoption of this Article, whether the proceeding arises from acts or omissions occurring before or after the adoption of this Article. If a Proceeding described in Section 8.2(a) is commenced or continued against a Covered Person, and if the Covered Person is entitled to indemnification or advancement of expenses or both but dies or otherwise ceases to serve the Corporation in his or her indemnified capacity before such indemnification or advancement of expenses is completed or, fully paid, the Corporation's obligation to indemnify and advance expenses continues and inures to the benefit of the heirs, personal representatives, and other successors of the Covered Person, unless such continuation is expressly prohibited in a written contract that is the source of the Covered Person's right to indemnification or advancement of expenses.

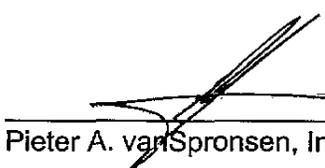
Section 8.7 Severability. If this Article or, any portion hereof is invalidated on any ground by any court of competent jurisdiction, then the Corporation shall nevertheless indemnify each director or officer of the Corporation with respect to costs, charges and expenses (including reasonable attorney fees), judgments, fines and amounts paid, in settlement with respect to any action, suit or proceeding, whether civil, criminal, administrative or investigative, including an action by or, in the right of the Corporation, to the fullest extent permitted by any applicable provision of this Article that is not invalidated and to the fullest extent permitted by applicable law.

Article 9 Amendment to Articles of Incorporation and By-Laws

Section 9.1 Amendment of Articles of Incorporation. The Corporation reserves the right to alter, amend and repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by the provisions of the Law or any other pertinent enactment of the General Assembly of the State of Florida and all rights and powers conferred hereby on shareholders, directors and officers of the Corporation are subject to such reserved right.

Section 9.2 Adoption and Amendment of By-Laws. The Board of Directors of the Corporation has the exclusive power to make, alter, amend and repeal the By-Laws of the Corporation upon the affirmative vote of not less than a majority of its members.

Date: March 7, 2003



Pieter A. van Spronsen, Incorporator

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FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Having been named as registered agent and to accept service of process for Homeland Group Finance Inc. at 3300 Henderson Blvd, Suite 207, Tampa, Florida 33609. 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.