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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305)634-3694
Fax Number : (305)633-9696

STATE OF FLORIDA
TALLAHASSEE

2003 JUN -9 PM 3:29

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FLORIDA PROFIT CORPORATION OR P.A.

union bank mortgage corporation

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DEPARTMENT OF FINANCIAL SERVICES

June 3, 2003

Michael Basile, Esquire
Stroock & Stroock & Lavan
200 S. Biscayne Boulevard
Suite 3160
Miami, Florida 33131

Dear Mr. Basile:

Re: Union Bank Mortgage Corporation

Reference is made to your recent letter/fax requesting approval of the above-referenced name which will be a wholly-owned subsidiary of Union Bank of Florida, located in Ft. Lauderdale, Florida.

Section 855.922, Florida Statutes, exempts a financial institution, holding company or its subsidiaries from the prohibition of using the word "bank," "banker," "banking," "trust company," "savings and loan association," "savings bank," or "credit union" in its corporate name. Therefore, the Office of Financial Institutions will not object to the use of the above referenced name being registered to transact business in the state of Florida.

Sincerely,

Linda B. Charity
Deputy Director

LBC:ker

cc: Karon Beyer, Chief, Bureau of Commercial Recordings
Division of Corporations, Secretary of State's Office

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ARTICLES OF INCORPORATION
OF
UNION BANK MORTGAGE CORPORATION

10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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The undersigned individual does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The name of this corporation (hereinafter, the "Corporation") shall be: UNION BANK MORTGAGE CORPORATION.

SECOND: The initial street and mailing address, wherever located, of the Corporation shall be: 1580 Sawgrass Corporate Parkway, Suite 310, Ft. Lauderdale, Florida 33323.

THIRD: The number of shares that the Corporation is authorized to issue is one thousand (1,000), all of which are of a par value of one dollar (\$1.00) each and are of the same class and are shares of Common Stock.

FOURTH: The purpose for which this Corporation is organized shall be limited solely to holding the premises of a banking corporation.

FIFTH: The duration of the Corporation shall be perpetual.

SIXTH: The street address of the initial registered office of the Corporation in the State of Florida is: 1580 Sawgrass Corporate Parkway, Suite 310, Ft. Lauderdale, Florida 33323.

The name of the initial registered agent of the Corporation at the said registered office is Harry Russell Holland, III. The written acceptance of the said initial registered agent, as required by the provisions of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is hereby made a part of these Articles of Incorporation.

PREPARED BY:
Michael Basile, Esq., FL Bar #197599
Stroock & Stroock & Lavan LLP
1100 Wachovia Financial Center
Miami, Florida 33131
(305) 358-9900

SSL-MIA: 30105642v1

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SEVENTH: The Corporation's initial Board of Directors shall consist of one (1) member. The name and address of the person who will serve as the member of the Corporation's initial Board of Directors until the first annual meeting of shareholders or until a successor is elected and qualified is:

<u>Name</u>	<u>Address</u>
Harry Russell Holland, III	1580 Sawgrass Corporate Parkway, Suite 310 Ft. Lauderdale, Florida 33323

The number of directors of the Corporation shall be determined from time to time as set forth in the bylaws of the Corporation.

EIGHTH: The personal liability of any director of the Corporation to the Corporation or its shareholders for monetary damages for breach of fiduciary duties as a director, is hereby waived and eliminated to the fullest extent allowed by law.

NINTH: The Corporation shall to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, have the power to indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, vote of shareholders of disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person. The Corporation shall have the power to enter into indemnification agreements for this purpose, and such agreements and the bylaws of the Corporation may specify the terms and provisions of such indemnification obligations.

TENTH: The name and address of the Incorporator of the Corporation is:

Name

Michael Basile, Esq.

Address

Stroock & Stroock & Lavan LLP
Wachovia Financial Center
Suite 3100
Miami, Florida 33131

Signed on Jun 6, 2003



Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Harry Russell Holland, III

Date: 6-5-03