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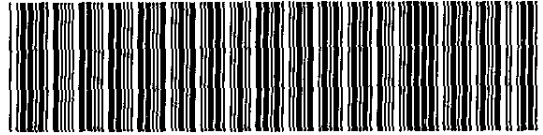
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03 AUG 14 PM 2:15

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED

03 AUG 11 PM 2:11

DEPT. OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

W03-22871

5/8/03

Igles & Dougherty PA  
 Requestor's Name  
 1501 Park Avenue East  
 Address  
 Tallahassee FL 878-2411  
 City/State/Zip Phone #

Office Use Only

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

1. Boca Financial, Inc.  
 (Corporation Name) (Document #)
2. Tampa Financial, Inc.  
 (Corporation Name) (Document #)
3. \_\_\_\_\_  
 (Corporation Name) (Document #)
4. \_\_\_\_\_  
 (Corporation Name) (Document #)

☒ Walk in ☐ Pick up time \_\_\_\_\_ ☒ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

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"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials	
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FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

August 12, 2003

IGLER & DOUGHERTY PA

SUBJECT: BOCA FINANCIAL, INC.  
Ref. Number: W03000022871

We have received your document for BOCA FINANCIAL, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

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) 245-6931.

Becky McKnight  
Document Specialist  
New Filings Section

Letter Number: 303A00045967

**ARTICLES OF INCORPORATION  
OF  
BOCA RATON FINANCIAL, INC.**

03 AUG 14 PM 2:15  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida with and under the following Articles of Incorporation, certifies as follows.

**ARTICLE I – NAME**

The name of the Corporation is Boca Raton Financial, Inc. The street address of the principal office of the Corporation is 1501 Park Avenue East, Tallahassee, Florida 32301, or at such other place within the State of Florida as the Board of Directors may designate.

**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, country, territory or nation.

**ARTICLE III – CAPITAL STOCK**

**Section 1 - Classes of Stock:** The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is 100,000 consisting of:

- A. 10,000 shares of preferred stock; and
- B. 90,000 shares of common stock; par value one cent (\$0.01) per share.

**Section 2 - Common Stock:** There shall be one class of common stock. Each share of common stock shall have the same relative rights and be identical in all respects with every other share of common stock. The holders of common stock are entitled to elect the members of the Board of Directors of the Corporation and such holders are entitled to vote as a class on all matters required or permitted to be submitted to the shareholders of the Corporation. Each holder of common stock is entitled to one vote per share. No holder of any class of stock has preemptive rights with respect to the issuance of shares of that or any other class of stock and the holders of common stock are not entitled to cumulative voting rights with respect to the election of directors.

**Section 3 - Preferred Stock:** The Board of Directors is authorized, subject to any limitations prescribed by law, to provide for the issuance of the shares of preferred stock in series, and by filing a preferred stock designation certificate pursuant to the applicable laws of the State of Florida, to establish from time to time the number of shares to be included in each such series and to fix the stated value, designation, powers, preferences and right of the share of each such series and any qualifications, limitations or restrictions thereof. The number of authorized shares of preferred stock may be increased or decreased (but not below the number of shares then outstanding) by the affirmative vote of the holders of a majority of the common stock, without a vote of the holders of the preferred stock, or of any series thereof, unless a vote of any such holders is required pursuant to the terms of any preferred stock designation certificate.

#### **ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name of the registered agent is Igler & Dougherty, P.A., 1501 Park Avenue East, Tallahassee, Florida 32301, which address is also the address of the Registered Office of the Corporation.

#### **ARTICLE V - MANAGEMENT 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 power 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 - Special Meeting 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, Chief Executive Officer or the President of the Corporation, or by shareholders holding at least 20% of the outstanding shares of the Corporation.

#### **ARTICLE VI - DIRECTORS**

**Section 1 - Number of Directors:** The Board of Directors of the Corporation shall be comprised of not less than one nor more than eleven 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 voting power of all 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.

**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. Directors shall serve until the next Annual Meeting or until their successors are elected and qualified. At each annual election thereafter, directors shall be chosen for a term of one year.

**Section 3 - Vacancies:** subject to the rights of the holders of any series of preferred stock then outstanding, 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 4 - 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 5 - Removal by Shareholders:** Subject to the rights of the holders of any series of preferred stock then outstanding, 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 VII - 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 Corporation 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 VIII - INDEMNIFICATION**

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by Florida law.

## **ARTICLE IX - AMENDMENT**

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation in the manner prescribed by Chapter 607, *Florida Statutes*, and all rights conferred upon shareholders are granted subject to this reservation.

**IN WITNESS WHEREOF**, the undersigned has executed these Articles of Incorporation this 14<sup>th</sup> day of August, 2003.

By:



Richard Pearlman  
Iglar & Dougherty, P.A.

**CERTIFICATE DESIGNATING  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the Provisions of Section 607.0501, *Florida Statutes*, the undersigned corporation, organized under the Laws of the State of Florida, submits the following statement in designating the Registered Office/Registered Agent, in the State of Florida.

1. The name of the corporation is BOCA RATON FINANCIAL, INC.
2. The name and address of the registered agent and office is:

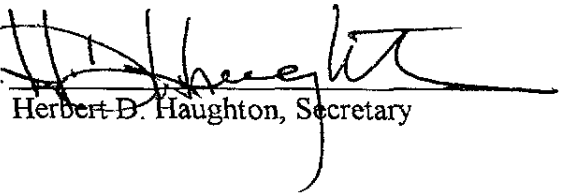
Igler & Dougherty, P.A.  
(Name)

1501 Park Avenue East  
(Address)

Tallahassee, Florida 32301  
(City/State/Zip)

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.

**IGLER & DOUGHERTY, P.A.**

By:   
Herbert D. Haughton, Secretary

Date: August 14, 2003

FILED  
03 AUG 14 PM 2:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA