

Pb3000153671

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

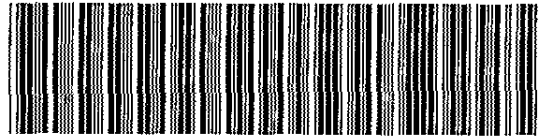
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA
03 DEC 19 AM 10:59

12/19

PLEASE CALL WHEN READY - THANK YOU!

AKERMAN SENTERFITT

MARTHA PARRAMORE

Requester's Name

301 S. BRONOUGH STREET, SUITE 200

Address

TALLAHASSEE, FL

222-3471

City/State/Zip

Phone #

Office Use Only

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

1. FINANCIAL TECHNOLOGIES, INC.

(Corporation Name)

(Document #)

2. _____

(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



Profit



Not for Profit



Limited Liability



Domestication



Other

AMENDMENTS



Amendment



Resignation of R.A., Officer/Director



Change of Registered Agent



Dissolution/Withdrawal

Merger

OTHER FILINGS



Annual Report



Fictitious Name

REGISTRATION/QUALIFICATION



Foreign



Limited Partnership



Reinstatement



Trademark



Other

Examiner's Initials

DEC-17-03

10:36

FROM-AKERMANN-SENTERFITT

850-222-8828

T-876 P.002/002 F-986



**FINANCIAL SERVICES
COMMISSION**

**JEB BUSH
GOVERNOR**

**TOM GALLAGHER
CHIEF FINANCIAL OFFICER**

**CHARLIE CRIST
ATTORNEY GENERAL**

**CHARLES BRONSON
COMMISSIONER OF
AGRICULTURE**

**DON B. SAXON
DIRECTOR**

OFFICE OF FINANCIAL REGULATION

December 17, 2003

Bruce Culpepper, Esquire
Akerman Senterfitt
301 South Bronough
Suite 200
Tallahassee, Florida 32301-1722

Re: NetBank Payment Systems, Inc.

Dear Mr. Culpepper:

Reference is made to your recent letter/fax requesting approval of the above-referenced name which will be a wholly-owned subsidiary of NetBank, a federal savings bank, located in Alpharetta, Georgia.

Section 655.922, 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 Financial Institutions office will not object to the use of the above referenced name being registered to transact business in the state of Florida.

Sincerely,

A handwritten signature in cursive script, appearing to read "Linda B. Charity".

Linda B. Charity
Deputy Director
Financial Institutions

LBC:ker

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

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CERTIFICATE OF DOMESTICATION

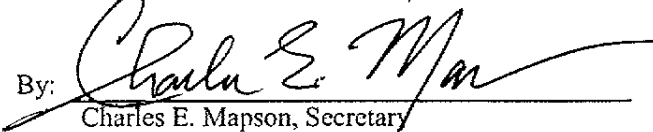
The undersigned, Charles E. Mapson, Secretary of FINANCIAL TECHNOLOGIES, INC., a foreign Corporation, in accordance with Florida Statutes section 607.1801 does hereby certify:

1. The date on which corporation was first formed is January 18, 1995.
2. The jurisdiction where the above named corporation was first formed, incorporated or otherwise came into being is Mississippi.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Financial Technologies, Inc.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to sections 607.0202 and 607.0401 of the Florida Business Corporation Act (the "Act") with this certificate is NetBank Payment Systems, Inc.
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication is Mississippi.
6. Attached are Florida Articles of Incorporation to complete the domestication requirements pursuant to section 607.1801 of the Act.

I am the Secretary of Financial Technologies, Inc. and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this 17th day of December, 2003.

FINANCIAL TECHNOLOGIES, INC.

By:


Charles E. Mapson, Secretary

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 DEC 19 AM 10: 59

**ARTICLES OF INCORPORATION
OF
NETBANK PAYMENT SYSTEMS, INC.**

ARTICLE I
Name and Duration

The name of the Corporation is NETBANK PAYMENT SYSTEMS, INC. The duration of the Corporation is perpetual. The Corporation shall begin its corporate existence as of the date that these Articles are filed by the Secretary of State.

ARTICLE II
Principal Office

The address of the principal office and mailing address of the Corporation in the State of Florida is 200 Briarwood West Drive, Jackson, Mississippi 39206.

ARTICLE III
Registered Office and Agent

The street address of the registered office in the State of Florida is 1200 South Pine Island Road, Plantation, Florida 33324 in Broward County, Florida. The name of the registered agent at such address is CT Corporation System.

ARTICLE IV
Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE V
Capital Stock

The total number of shares of capital stock which the Corporation has the authority to issue is five thousand (5,000) shares of Common Stock ("Common Stock") having no par value per share.

ARTICLE VI

Incorporator

The name and mailing address of the incorporator of the Corporation is as follows:

Name

Address

MOTOLAW, Inc.

50 North Laura Street, Suite 2500
Jacksonville, Florida 32202

ARTICLE VII

Board of Directors

1. The number of members of the Board of Directors may be increased or decreased from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of the shareholders.

3. The name and mailing address of the person(s) who shall serve as the initial director(s) of the Corporation until the first annual meeting of the shareholders is as follows:

Name

Address

William H. Ross

9710 Two Notch Road
Columbia, South Carolina 29223

Steven F. Herbert

9710 Two Notch Road
Columbia, South Carolina 29223

Tommy L. Glenn, Jr.

200 Briarwood West Drive
Jackson, Mississippi 39206

ARTICLE VIII

Shareholder Voting

In all matters other than the election of directors, the vote of a majority of the shares of stock of the Corporation present, in person or by proxy, at a meeting of shareholders at which a quorum is present and then entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE IX

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE X

Bylaws

The power to adopt, amend or repeal bylaws for the management of the Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE XI

Indemnification

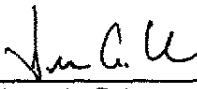
The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

The undersigned, for the purposes of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

Dated at Duval County, Jacksonville, Florida this 17th day of December, 2003.

INCORPORATOR:

MOTOLAW, Inc.

By: 
Ivan A. Colao
Vice President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

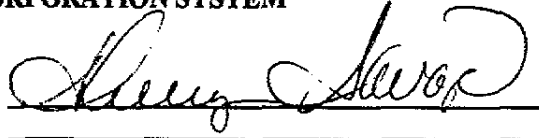
That NETBANK PAYMENT SYSTEMS, INC., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Jacksonville, County of Duval, State of Florida, has named CT CORPORATION SYSTEM, located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGEMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further state that I am familiar with §607.0501, Florida Statutes.

Dated this 17th day of December, 2003.

CT CORPORATION SYSTEM

By: 
Name: _____
Title: _____

Shelley Savage
Vice President