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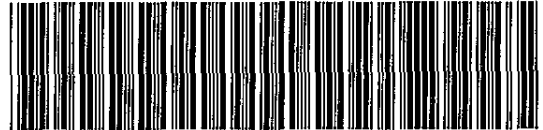
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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

John & Dougherty, P.A.  
Requestor's Name  
1501 Park Avenue East  
Address  
Tallahassee FL 32301  
City/State/Zip Phone #

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

1. Retirement Corporation of America-Florida Realty, Inc.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

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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

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Examiner's Initials

**ARTICLES OF INCORPORATION  
OF  
RETIREMENT CORPORATION OF AMERICA – FLORIDA REALTY, INC.**

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.

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**ARTICLE I – NAME**

The name of the corporation is Retirement Corporation of America – Florida Realty, Inc. The street address of the principal office of the corporation is 1501 Park Avenue East, Tallahassee, Florida 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 10,000,000 consisting of:

- A. 1,000,000 shares of preferred stock; and
- B. 9,000,000 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 33% 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 fifteen 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 15<sup>th</sup> day of January, 2004.

By: \_\_\_\_\_

  
Richard Pearlman  
Igler & 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 Retirement Corporation of America – Florida Realty, Inc.
2. The name and address of the registered agent and office is:

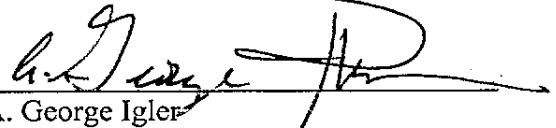
Igler & Dougherty, P.A.  
(Name)

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:   
A. George Igler  
President

Date: January 15, 2004

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