

P04000085079

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Amended

03/11/05--01021--001 **78.75

Restated

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05 MAR 28 PM 1:16
DIVISION OF CORPORATIONS

FILED
05 MAR 28 PM 4:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*PR
3/29/05*



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

March 14, 2005

IGLER & DOUGHERTY, P.A.

SUBJECT: CNBS FINANCIAL GROUP, INC.
Ref. Number: W05000013164

We have received your document for CNBS FINANCIAL GROUP, 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) 245-6929.

Justin M Shivers
Document Specialist
New Filings Section

Letter Number: 005A00017365

Igler & Dougherty, P.A.	
Requestor's Name	
2457 Care Drive	
Address	
Tallahassee, Florida 32308	878-2411
City/State/Zip	Phone #

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

1. CNBS Financial Group, Inc. P04000085079
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

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<input type="checkbox"/> Mail Out	<input type="checkbox"/> Will Wait	<input type="checkbox"/> Certificate of Status
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<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" 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

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Call
 878-2411
 Justin

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
CNBS FINANCIAL GROUP, INC.**

The undersigned, acting as sole Incorporator of CNBS Financial Group, Inc., hereby adopts the following Amended and Restated Articles of Incorporation pursuant to Sections 607.1005, 607.1006 and 607.1007, *Florida Statutes*. These Amended and Restated Articles of Incorporation are adopted as of March 10, 2005, and as of that date, no shares of the corporation have been issued.

ARTICLE I – NAME

The name of the corporation is CNBS Financial Group, Inc. The street address of the principal office of the corporation is 513 Fernwood Drive, Altamonte Springs, Florida 32701 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

The total number of shares of capital stock which the corporation shall have authority to issue is 10,000,000 consisting of one class: 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.

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 a majority 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 five 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.

Section 6 - Removal by Board: Any director may be removed from office for "cause," at any time by the affirmative vote of a majority vote of "disinterested directors." Such vote must occur at a meeting of the Board called and noticed expressly for that purpose. For purposes of this Section, a disinterested director is defined to be a director who is not the subject of the removal action and "cause" have the meaning ascribed to it in the corporation's Bylaws.

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 Amended and Restated Articles of Incorporation this 10th day of March, 2005.

By:



Richard Pearlman
Iglar & Dougherty, P.A.