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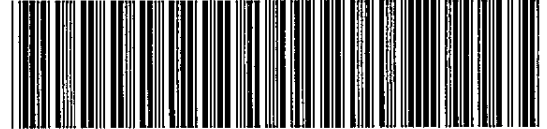
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TALLAHASSEE, FLORIDA

Per 1/20

Capitol Services, Inc.

2750 Old St. Augustine Rd., N-145

Tallahassee, FL 32301

(850) 878-4734

Kathi or Brent

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

1. First Financial Development Corp.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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NEW FILINGS

- ☒ Profit
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- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

Examiner's Initials

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ARTICLES OF INCORPORATION
OF
FIRST FINANCIAL DEVELOPMENT CORP.

The undersigned, for the purpose of forming and domesticating a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - Name

The name of the corporation shall be **FIRST FINANCIAL DEVELOPMENT CORP.**, hereinafter referred to as the "Corporation."

ARTICLE II - Business Purpose

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III - Powers

The Corporation shall have all such powers as may be permissible to corporations under the laws of the State of Florida, and all powers necessary or desirable to accomplish the purposes and business of the Corporation as hereinabove set forth in Article II.

ARTICLE IV - Common Stock

A. The Corporation has the authority to issue One Hundred Million (100,000,000) shares of Common Stock, without a par value. All shares of Common Stock shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all

matters on which shareholders of Common Stock have the right to vote. The shareholders of all shares of Common Stock shall not have any preemptive rights provided by Florida Statutes Chapter 607 or any successor or similar statute. The holders of the Common Stock shall have the sole and full power to vote for the election of members of the Board of Directors and for all other purposes without limitation except (i) with respect to a class or series of any Preferred Stock, as shall be determined by the Board of Directors of this Corporation in accordance with applicable law; and (ii) with respect to any voting rights provided by law and not negated by any provisions of these Articles of Incorporation.

B. Dividends may be paid upon the Common Stock out of any assets of the Corporation available for dividends remaining after (i) full dividends on any outstanding Preferred Stock of this Corporation at the dividend rate or rates therefore, together with the full additional amount required by any participation right, with respect to all past dividend periods and the current dividend period shall have been paid or declared and set apart for payment and (ii) all mandatory sinking funds payments, if any, that shall have become due in respect of any series of the Preferred Stock of this Corporation shall have been made.

C. In the event of any liquidation, dissolution or winding up of the Corporation, the Board of Directors may, after satisfaction of the rights of the holders of all shares of Preferred Stock, or the deposit in trust of money adequate for such satisfaction, distribute in kind to the holders of the Common Stock all then remaining assets of the Corporation or may sell, transfer or otherwise dispose of all or any of such remaining assets of the Corporation and receive payment therefore wholly or partly in cash, in stock, and/or in obligations owed to the Corporation and may sell all or part of the consideration received therefore and distribute all or the balance thereof in kind to the holders of the Common Stock.

D. Subject to the provisions of these Articles of Incorporation applicable to any Preferred Stock of this Corporation, the Corporation may from time to time or at any time purchase or otherwise acquire for a consideration or redeem or re-purchase shares of Common Stock or shares

of any other class of stock hereafter created ranking junior to any Preferred Stock in respect of receiving dividends or assets and any shares so purchased or acquired may be held or disposed of by the Corporation from time to time or any time for its corporate purposes or may be retired as provided by law.

ARTICLE V - Preferred Stock

A. The Corporation has the authority to issue One Hundred Million (100,000,000) shares of Preferred Stock, in different Series, all without a par value.

B. The Board of Directors may, except as otherwise provided below, by resolution from time to time, classify or reclassify and issue in one or more series any unissued shares of Preferred Stock and may fix or alter in one or more respects, from time to time before reissuance of such shares, the number and designation of any series or classification, liquidation and dividend rights, preference rights, voting rights, redemption rights, conversion rights, amounts due upon liquidation, and any other rights, restrictions and qualifications of and the terms of any purchase, retirement, or sinking fund, which may be provided for the shares of Preferred Stock.

C. The Holders of Preferred Stock shall not have any preemptive rights provided by Florida Statutes Chapter 607 or any successor or similar statute.

D. In the event of any voluntary or involuntary liquidation, dissolution, or winding up of the affairs of the corporation, the holders of the Preferred Stock shall be entitled to receive the liquidation value fixed by the Board of Directors in cash for each share of Preferred Stock, together with an amount in cash equal to accrued and unpaid dividends to the date of such payment, before any distribution of the assets of the corporation shall be made to the holders of Common Stock. After payment shall have been made in full to the holders of the outstanding Preferred Stock or funds necessary for payment shall have been set aside in trust for the account of the holders of the outstanding Preferred Stock so as to be available for payment, the holders of the outstanding

Preferred Stock shall be entitled to no further participation in such distribution of the assets of the corporation and the remaining assets of the corporation shall be divided and distributed among the holders of the Common Stock then outstanding according to their respective shares. If, upon such liquidation, dissolution, or winding up, the assets of the corporation distributable as described above among the holders of the Preferred Stock shall be insufficient to permit the payment to them of such amount, the entire assets shall be distributed ratably among the holders of the Preferred Stock. A consolidation or merger of the corporation, a sale or transfer of all or substantially all of its assets as an entirety, a share exchange, or any purchase or redemption of stock of the corporation of any class, shall not be regarded as a "liquidation, dissolution, or winding up of the affairs of the corporation" within the meaning of this paragraph.

E. Each holder of Preferred Stock shall be entitled to such voting rights as shall be fixed by the board of directors or as provided by law, but in no event more than one vote for each share held.

F. Each Series of Preferred Stock issued or authorized by the Corporation prior to the adoption of these Restated Articles of Incorporation shall continue to have the same the number and designation, liquidation and dividend rights, preference rights, voting rights, redemption rights, conversion rights, amounts due upon liquidation, and any other rights, restrictions and qualifications of and the terms of any purchase, retirement, or sinking fund, which was previously provided for such Series of Preferred Stock.

G. Series B Convertible Preferred Stock

a. A series of the Preferred Stock of this Corporation, designated Series B Convertible Preferred Stock, is hereby established. There shall be no par value for said Series B Convertible Preferred Stock. The Series B Convertible Preferred Stock shall have a stated value of \$1.00 per share and a liquidation value of \$1.00 per share. The number of authorized shares of Series B Convertible Preferred Stock shall be 5,000,000 shares. The shareholders

of Series B Convertible Preferred Stock shall not have any preemptive rights provided by Florida Statutes Chapter 607 or any successor or similar statute.

b. Each share of Series B Convertible Preferred Stock shall not be redeemable prior to May 1, 2005 unless the closing price of the Corporation's Common Stock shall have equaled or exceeded 110% of the offering price of the Series B Convertible Preferred Stock for at least 20 trading days during a 20 trading day period or the book value of the Common Stock equals or exceeds \$1.10 per share. Subject to the foregoing conditions, the Series B Convertible Preferred Stock is redeemable in whole or in part at the option of the Corporation at \$1.10 per share. If less than all of the outstanding shares of Series B Convertible Preferred Stock not previously called for redemption are to be redeemed, the Corporation shall select those to be redeemed pro-rata or by lot or in such other manner as the Board of Directors may determine. There shall not be a mandatory redemption or sinking fund obligation.

c. Each share of Series B Convertible Preferred Stock shall pay cash dividends, to accrue or be paid quarterly at the option of the holder thereof, at the rate of ten percent (10%) per annum. The initial cash dividend shall be payable on March 31, 2005 to holders of record on that date.

d. The shares of Series B Convertible Preferred Stock shall have full, non-cumulative, voting rights, share for share with the Common Stock of the Corporation. The Series B Convertible Preferred Stock shall also have full voting rights with any other class or series of the Corporation's stock which at any time may have general voting power with the Corporation's Common Stock concerning any matter being voted upon. The approval of the holders of at least two-thirds of the shares of Series B Convertible Preferred Stock then outstanding shall be required to amend, alter or repeal any of the provisions of the Corporation's Articles of Incorporation (or any certificate providing for the terms of the capital stock of the Corporation) or to authorize any reclassification of the Series B

Convertible Preferred Stock, either directly or indirectly, or through a merger or consolidation with any corporation, or to authorize any capital stock of the Corporation ranking, either as to the payment of dividends or upon liquidation, dissolution or winding up of the Corporation, prior to the Series B Convertible Preferred Stock. The approval of the holders of at least a majority of the outstanding shares of the Series B Convertible Preferred Stock, voting as a class, will be required to increase the authorized number of shares of preferred stock or to create, or increase the authorized number of shares of, any other class of stock of the Corporation ranking on a parity with the Series B Convertible Preferred Stock as to dividends or upon liquidation, dissolution, or winding up of the Corporation.

e. The shares of Series B Convertible Preferred Stock shall be entitled to receive \$1.00 per share, plus declared and unpaid dividends, before any distribution or payment is made to holders of the Common Stock or other junior stock in the event of the dissolution, liquidation or winding up of the Corporation. If in any such event the assets of the Corporation distributable among the holders of Series B Convertible Preferred Stock or any capital stock of the Corporation ranking on par with the Series B Convertible Preferred Stock are insufficient to permit full payment, the holders of the Series B Convertible Preferred Stock shall be entitled to ratable distribution of the available assets in accordance with the respective amounts that would be payable to such holders if all amounts payable in respect of such shares were paid in full. A consolidation, merger or sale of all or substantially all of the assets of the Corporation will not be considered a liquidation, dissolution or winding up for purposes of this Article.

f. Each share of Series B Convertible Preferred Stock shall be convertible, at the option of the holder thereof, at any time prior to the close of business on the date fixed for redemption (unless the Corporation shall default in making the payment due upon redemption) at the average bid price of the Common Stock of the Corporation for the trailing thirty days prior to the date of written notice to convert, but in any case the minimum conversion price is \$1.00 per share. No holder of Series B Convertible Preferred Stock may

convert more than 100,000 shares within any thirty day period. Holders of Series B Convertible Preferred Stock at the close of business on a dividend record date shall be entitled to receive the dividend on Common Stock, if applicable, payable on such shares (except shares called for redemption between such record date and the dividend payment date) on the corresponding dividend payment date notwithstanding the conversion thereof. However, shares of Series B Convertible Preferred Stock surrendered for conversion during the period from the close of business on any record date for the payment of dividends on such Series B Convertible Preferred Stock to the opening of business on the corresponding dividend payment date (except shares called for redemption during such period) must be accompanied by payment of an amount equal to the dividend payable on such shares on such dividend payment date. A holder of Series B Convertible Preferred Stock on a dividend payment record date who, or whose transferee, converts shares of Series B Convertible Preferred Stock on a dividend payment date will receive the Common Stock dividend payable on such Series B Convertible Preferred Stock by the Corporation on such date and the converting holder need not include payment in the amount of such Common Stock dividend upon surrender of the shares of Series B Convertible Preferred Stock for conversion. No fractional shares will be issued upon conversion and, in lieu thereof, an adjustment in cash will be made based upon the last reported sale price of the Common Stock on the date of such conversion. The conversion rate will be subject to adjustment in the manner provided by these Articles of Incorporation in the event of (i) payment of certain stock dividends, (ii) the issuance of certain rights or warrants to all holders of the Common Stock entitling the holders (for a period expiring within 45 days after the record date for determining holders entitled to such rights or warrants) to subscribe for or purchase Common Stock at a price less than the current market price therefore at the time of issuance, and (iii) the distribution by the Corporation to all holders of the Common Stock of evidences of indebtedness or assets of the Corporation (excluding cash dividends paid or distributions of cash) or rights to subscribe (other than those mentioned above) for additional shares of Common Stock. In case of any consolidation or merger of the Corporation with or into any other corporation, or in case of any sale or transfer of substantially all the assets of the

Corporation or in case of re-classification of the Common Stock, any holder of the Series B Convertible Preferred Stock will be entitled, after the occurrence of any such event, to receive on conversion the consideration which the holder would have received had he converted immediately prior to the occurrence of the event. No adjustment in the conversion rate is required unless it would result in at least a 1% increase or decrease in that rate; however, any adjustment not made is carried forward.

ARTICLE VI - Statutory Elections

A. The Corporation shall not be governed by the affiliated transactions provisions of the Florida Business Corporation Act, Florida Statutes Chapter 607, or any successor or similar act or provisions.

B. The Corporation shall not be governed by the control-share acquisition provisions of the Florida Business Corporation Act, Florida Statutes Chapter 607, or any successor or similar act or provisions.

C. The Corporation shall not be governed by and the shareholders of all Common Stock or any Preferred Stock shall not have any preemptive rights provided by the Florida Business Corporation Act, Florida Statutes Chapter 607, or any successor or similar act or provisions.

ARTICLE VII - Board of Directors

A. The number of Directors of the Board of Directors of this Corporation shall not be less than three (3) nor more than thirteen (13), with the exact number of Directors to be determined as set forth in the By-Laws of the Corporation.

B. Provided a quorum, as determined by the Corporation's By-Laws, is present, in person or by proxy, each Director shall be elected by a majority vote of the Stockholders entitled to

vote for the election of Directors and actually voting, either in person or by proxy.

C. The Corporation shall have three (3) classes of Directors, Class I, Class II, and Class III. The number of Directors in each Class shall be fixed by the Board of Directors. The number of Directors in each class shall be, to the fullest extent possible given the number of Directors authorized, equal in number. At the first annual meeting of stockholders of Class I Directors shall be elected to a one (1) year term, the Class II Directors shall be elected to a two (2) year term and the Class III Directors shall be elected to a three (3) year term. At all subsequent Annual Meetings of Stockholders, the Directors elected to replace Directors whose terms are then expiring shall serve a three (3) year term as a Director.

D. Vacancies in the Board of Directors may be filled as set forth in the Corporation's By-Laws.

E. Provided a quorum, as determined by the Corporation's By-Laws, is present, in person or by proxy, the stockholders entitled to vote for the election of Directors may, by a majority vote of those stockholders actually voting, either in person or by proxy, remove a Director with or without cause.

ARTICLE VIII - Indemnification

A. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise. Such indemnification shall be against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, including any appeal of such action, suit or

proceeding, if he or she acted in good faith or in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, if he or she had no reasonable cause to believe such conduct was unlawful. However, with respect to any action by or in the right of the corporation to procure a judgment in its favor, no indemnification shall be made in respect of any claim, issue, or matter as to which such person is adjudged liable for negligence or misconduct in the performance of his or her duty to the corporation unless, and only to the extent that, the court in which such action or suit was brought determines, on application, that despite the adjudication of liability, such person is fairly and reasonably entitled to indemnity in view of all the circumstances of the case. Any indemnification under this article shall be made only on a determination by a majority of disinterested directors that indemnification is proper in the particular circumstances because the party to be indemnified has met the applicable standard of conduct. Determination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the party did not meet the applicable standard of conduct. Indemnification may be paid by the corporation in advance of the final disposition of any action, suit, or proceeding, on a preliminary determination that the director, officer, employee, or agent met the applicable standard of conduct and on receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount, unless it is ultimately determined that he or she is entitled to be indemnified by the corporation as authorized in this section.

B. The corporation shall also indemnify any director, officer, employee, or agent who has been successful on the merits or otherwise, in defense of any action, suit, or proceeding, or in defense of any claim, issue, or matter in such action, suit or proceeding, against all expenses, including attorneys' fees, actually and reasonably incurred, without the necessity of an independent determination that such director, officer, employee, or agent met any appropriate standard of conduct.

C. The indemnification provided for in this article shall continue as to any 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 person.

D. In addition to the indemnification provided for in this article, the corporation shall have power to make any other or further indemnification, except an indemnification against gross negligence or willful misconduct, under any resolution or agreement duly adopted by a majority of disinterested directors, or duly authorized by a majority of shareholders.

E. If any expenses or other amounts are paid by way of indemnification, otherwise than by court order or action by the shareholders, the corporation shall, not later than the time of delivery to the shareholders of written notice of the next annual meeting, unless such meeting is held within three months from the date of such payment, and, in any event, within 15 months from the date of such payment, deliver by mail to each shareholder of record at the time entitled to vote for the election of directors, a statement specifying the persons paid, the amounts paid, and the nature and status at the time of such payment of the litigations or threatened litigation the Corporation is empowered to indemnify any officer, director, employee or agent of the Corporation in the manner set forth and provided for in the by-laws of the Corporation and by applicable law.

ARTICLE IX - Corporate Existence

The Corporation shall have a perpetual existence.

ARTICLE X - By-Laws

The Board of Directors by a two thirds (2/3's) vote shall have authority to adopt, amend and modify the By-Laws of the Corporation.

ARTICLE XI - Principal Office

The initial street address and mailing address of the principal office of the Corporation in the State of Florida is 1701 Highway A-1-A, Suite 220, Vero Beach, FL 32963. The Corporation may have such other offices as the Board of Directors of the Corporation may decide.

ARTICLE XII - Incorporator

The name and street address of the incorporator is Ira C. Hatch, Jr., 1701 Highway A-1-A, Suite 220, Vero Beach, FL 32963.

ARTICLE XIII - Registered Agent

The registered agent and the registered agent's address for service of process within this state shall be Coastal Corporate Services, Inc., 1701 Highway A-1-A, Suite 220, Vero Beach, Florida 32963.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, this 20th day of January, 2005.

INCORPORATOR:



Ira C. Hatch
First Financial Development Corp.

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED
OFFICE AND ACCEPTANCE OF REGISTERED AGENT**

Under the provisions of Florida Statutes, Chapter 608, First Financial Development Corp., a Florida Corporation, submits the following statement to designate a registered agent and registered office in the State of Florida:

1. The name of the corporation is First Financial Development Corp.
2. The name of the registered agent is Coastal Corporate Services, Inc.
3. The registered office is 1701 Highway A-1-A, Suite 220, Vero Beach, Florida 32963.

The undersigned, being the person named in the Articles of Incorporation of First Financial Developers Corp., as the registered agent of this corporation, hereby consents to accepts service of process for the above stated company at the place designated in the Articles of Incorporation, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.


Coastal Corporate Services, Inc., Registered
Agent

Dated: January 27, 2005.

Ira C. Hatch, Esq.
Florida Bar No.: 142383
Hatch & Doty, P.A.
1701 Highway A-1-A, Suite 220
Vero Beach, Florida 32963
772/234-4711

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