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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

P.D.B. FINANCIAL CORP.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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**ARTICLES OF INCORPORATION
OF
P.D.B. FINANCIAL CORP.**

The undersigned, being a natural person, competent to contract, acting hereby as incorporator for the purpose of establishing a corporation under the provisions and subject to the requirements of the laws of the State of Florida, particularly Chapter 607, Florida General Corporation Act and the acts amendatory thereof and supplemental thereto, does hereby adopt and make the following Articles of Incorporation and does hereby certify that:

**ARTICLE I
NAME**

The name of the corporation (hereinafter called the "Corporation") is P.D.B. FINANCIAL CORP.

**ARTICLE II
PURPOSE**

The general nature of the business or businesses to be transacted by the Corporation, which shall include the authority of the United States any and all businesses or activity permitted under the laws of the United States or of the State of Florida for which corporations may be incorporated under Chapter 607, Florida Statutes, and supplemented, is as follows:

- (a) To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.

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(b) To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

ARTICLE III
POWERS

The Corporation shall have all of the powers conferred upon corporations organized pursuant to the provisions of Chapter 607, Florida Statutes, as amended and supplemented.

ARTICLE IV
AUTHORIZED STOCK

The Corporation is authorized to issue One Hundred (100) shares. Such shares shall be a single class and shall have a par value of ONE AND NO/100 DOLLAR (\$1.00) and shall be designated as "Common Shares."

ARTICLE V
DURATION

The Corporation is to have perpetual existence unless dissolved according to law.

ARTICLE VI
ADDRESS

The address, including the initial street address, of the principal office of the Corporation is 301 Yamato Road, Suite 4150, Boca Raton, FL 33431.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws but

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shall never be less than one (1). The name and address of the initial director of this Corporation is:

LINDA L. SNELLING, ESQ.,
301 Yamato Road, St. 4150
Boca Raton, FL 33431

ARTICLE VIII
INCORPORATOR

The name and address of the person designated as Incorporator signing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
LINDA L. SNELLING, ESQ.	301 Yamato Road, Suite 4150 Boca Raton, FL 33431

ARTICLE IX
INDEMNIFICATION

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

ARTICLE X
DESIGNATION OF REGISTERED OFFICE AND AGENT
AND ACCEPTANCE OF APPOINTMENT

The street address of the initial registered office of the Corporation is 301 Yamato Road, Suite 4150, Boca Raton, FL 33431, and the name of the initial registered agent of this Corporation at that address is LINDA L. SNELLING, ESQ.

I am familiar with and hereby accept this appointment and the obligations associated with this designation as registered agent for service of process within the State of Florida of the proposed corporation named in the Articles of Incorporation hereinabove set forth and do hereby further state that I may be found as registered agent

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for service of process upon said proposed corporation at the address set forth in Article X of such Articles.

IN WITNESS WHEREOF, as said registered agent, I have caused this statement to be signed on this 3rd day of February, 2005.


LINDA L. SNELLING, ESQ., Registered
Agent

ARTICLE XI
AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the shareholders of the Corporation.

IN WITNESS WHEREOF, I have made and subscribed these Articles of Incorporation this 3rd day of February, 2005.


LINDA L. SNELLING, Incorporator