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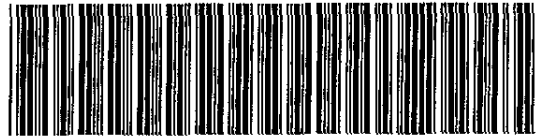
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Atlanta ■ Washington

RESIDENT IN ATLANTA OFFICE
DIRECT DIAL: (404) 572-6781
JHIGHTOWER@POGOLAW.COM

March 1, 2005

Via Federal Express

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Articles of Incorporation for H Financial of Florida, Inc.

To Whom It May Concern:

Please find one executed original and one copy of the Articles of Incorporation for H Financial of Florida, Inc. ("the Company"). Also enclosed is one original and one copy of the certificate of designation for the Company's registered agent. These Articles are submitted for filing in accordance with Chapter 607 of the Florida Business Corporation Act. A check for \$87.50 is enclosed in payment of the filing fee, certificate of status, and certified copy of the Articles.

Please return all correspondence to me at the address below. For further information concerning this matter, please contact me at the number or email address above.

Sincerely yours,

A handwritten signature in black ink, appearing to read "Jonathan S. Hightower".

Jonathan S. Hightower

For Powell Goldstein LLP

Enclosures

Cc: Mr. R.C. Patel
Mr. Mike Patel
Mr. John B. Kline
Kathryn L. Knudson, Esq.

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**ARTICLES OF INCORPORATION
OF
H FINANCIAL OF FLORIDA, INC.**

1. **Name.** The name of the Corporation is H Financial of Florida, Inc.
2. **Purpose.** The Corporation is organized for all lawful purposes under the Florida Business Corporation Act.
3. **Initial Principal Office.** The initial principal office of the Corporation is
101 NE Third Avenue
Suite 1500
Ft. Lauderdale, Florida 33301.
4. **Authorized Capital.** The total number of shares of capital stock which the Corporation is authorized to issue is twenty million (20,000,000) shares of common stock, \$1.00 par value, divided into ten million (10,000,000) shares of voting common stock and ten million (10,000,000) shares of nonvoting common stock.
5. **Registered Agent and Registered Office.** The name and address of the initial Registered Agent and the Registered Office of the Corporation are as follows:

| <u>Name</u> | <u>Address</u> |
|--------------|--|
| Joel Mutnick | 101 NE Third Avenue Suite 1500 Ft. Lauderdale, Florida 33301 Broward County |

6. **Incorporator.** The name and address of the incorporator are as follows:

| <u>Name</u> | <u>Address</u> |
|--------------------|--|
| Kathryn L. Knudson | One Atlantic Center 1201 West Peachtree Street, N.W. 14 th Floor Atlanta, GA 30309 |

7. **Initial Principal Office.** The street address and mailing address of the initial principal office of the Corporation is c/o Powell Goldstein LLP, One Atlantic Center, 1201 West Peachtree Street, N.W., Atlanta, Georgia 30309.

8. **Shareholders' Actions by Written Consent.** Any action required or permitted by the provisions of the Florida Business Corporation Act, as the same may be amended or supplemented (the "Act"), to be taken at a shareholders' meeting may be taken without a meeting in accordance with Section 607.0704 of the Act if the action is taken by all persons who would be entitled to vote at a meeting. Notice of such action without a meeting by written consent shall be given within ten (10) days after the taking of such action to those shareholders of record on the date when the written consent is first executed and whose shares were not represented on the written consent.

9. **Indemnification of Officers and Directors.** No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for breach of duty of care or other duty as a director if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful; provided, however, that to the extent required by applicable law, this Article shall not eliminate or limit the liability of a director (i) for a violation of the criminal law, unless the director had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful, (ii) for any transaction from which the director derived an improper personal benefit, either directly or indirectly, (iii) for unlawful distributions to shareholders of the Corporation in violation of Section 607.06401 of the Act, (iv) for conduct adjudged to be willful misconduct or a conscious disregard for the best interests of the Corporation in a proceeding by or in the right of the Corporation to procure judgment in its favor or in a proceeding by or in the right of a shareholder of the Corporation, or (v) for conduct adjudged to be recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property in a proceeding by or in the right of someone other than the Corporation or a shareholder of the Corporation. If applicable law is amended to authorize corporate action further eliminating or limiting the liability of directors, then the liability of each director of the Corporation shall be eliminated or limited to the fullest extent permitted by applicable law, as amended. Neither the amendment or repeal of this Article, nor the adoption of any provision of these Articles of Incorporation inconsistent with this Article, shall eliminate or reduce the effect of this Article in respect of any acts or omissions occurring prior to such amendment, repeal or adoption of an inconsistent provision.

10. **Constituencies.**

(a) The Board of Directors, when evaluating any offer of another party (i) to make a tender offer or exchange offer for any equity security of the Corporation, (ii) to merge or effect a share exchange or similar transaction with the Corporation, or (iii) to purchase or otherwise acquire all or substantially all of the assets of the Corporation, shall, in determining what is in the best interests of the Corporation and its shareholders, give due consideration to all relevant factors, including without limitation: (A) the short-term and long-term social and economic effects on the employees, customers, shareholders and other constituents of the Corporation and its subsidiaries, and on the communities within which the Corporation and its subsidiaries operate (it being understood that any subsidiary bank of the Corporation is charged with providing support to and being involved in the communities it serves); and (B) the

consideration being offered by the other party in relation to the then-current value of the Corporation in a freely negotiated transaction and in relation to the Board of Directors' then-estimate of the future value of the Corporation as an independent entity.

(b) Unless two-thirds (2/3) of the directors then in office shall approve the proposed change, this Article 10 may be amended or rescinded only by the affirmative vote of the holders of at least two-thirds (2/3) of the issued and outstanding shares of the Corporation entitled to vote thereon, at any regular or special meeting of the shareholders, and notice of the proposed change must be contained in the notice of the meeting.

11. **Affiliated Transactions.** The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, relating to affiliated transactions.

12. **Business Transactions.**

(a) In any case in which the Act or other applicable law requires shareholder approval of any merger or share exchange of the Corporation with or into any other corporation, or any sale, lease, exchange or other disposition of all or substantially all of the assets of the Corporation to any other corporation, person or other entity, approval of such actions shall require either:

- (i) the affirmative vote of two-thirds (2/3) of the directors of the Corporation then in office and the affirmative vote of a majority of the issued and outstanding shares of the Corporation entitled to vote; or
- (ii) the affirmative vote of a majority of the directors of the Corporation then in office and the affirmative vote of the holders of at least two-thirds (2/3) of the issued and outstanding shares of the Corporation entitled to vote.

(b) The Board of Directors shall have the power to determine for the purposes of this Article 12, on the basis of information known to the Corporation, whether any sale, lease or exchange or other disposition of part of the assets of the Corporation involves substantially all of the assets of the Corporation.

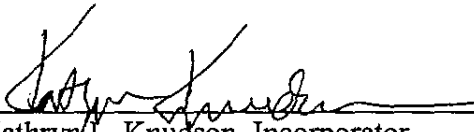
(c) Unless two-thirds (2/3) of the directors then in office shall approve the proposed change, this Article 12 may be amended or rescinded only by the affirmative vote of the holders of at least two-thirds (2/3) of the issued and outstanding shares of the Corporation entitled to vote thereon, at any regular or special meeting of the shareholders, and notice of the proposed change must be contained in the notice of the meeting.

13. **Special Shareholder Meetings.** Special meetings of the shareholders may be called at any time by the corporation's Board of Directors, its President, or by the corporation upon the written request of any one or more shareholders owning an aggregate of not less than twenty-five percent (25%) of the outstanding capital stock of the corporation. Special meetings shall be held at such a time and place and on such date as shall be specified in the notice of the meeting.

14. **Severability.** Should any provision of these Articles of Incorporation, or any clause hereof, be held to be invalid, illegal or unenforceable, in whole or in part, the remaining provisions and clauses of these Articles of Incorporation shall remain valid and fully enforceable.

15. **Effective Date.** These Articles of Incorporation shall be effective when filed.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 1st day of March, 2005.


Kathryn L. Knudson, Incorporator

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

PURSUANT TO THE PROVISIONS OF SECTION 607.501, 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 **H Financial of Florida, Inc.**
2. The name and address of the registered agent and office is:

Joel Mutnick
101 NE Third Avenue
Suite 1500
Fort Lauderdale, Florida 33301

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.


Joel Mutnick

2/15/05

Date

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