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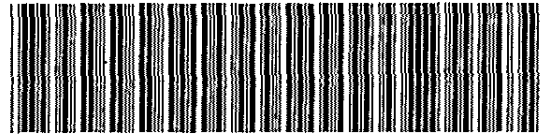
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WASHINGTON, DC 20036
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February 25, 2005

VIA FEDERAL EXPRESS

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

RE: Florida One Holdings, Inc.

Ladies and Gentlemen:

We hereby enclose for filing Articles of Incorporation of Florida One Holdings, Inc., and one copy of said articles.

Also enclosed is a check, payable to the Florida Department of State, in the amount of seventy-eight dollars and seventy-five cents (\$78.75) in payment of the fee for this filing and the cost of one certified copy of this filing.

Please send evidence of the acceptance of this filing to the attention of the undersigned. If you have any questions regarding this filing, please contact the undersigned at (301) 229-3400, extension 14, by fax at (301) 229-2443, or by email at dbaris@kblbanklaw.com. Thank you for your prompt attention to this matter.

Sincerely,



David Baris

Enclosure

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

FLORIDA ONE HOLDINGS, 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.

ARTICLE I

The name of the corporation shall be "Florida One Holdings, Inc." and its principal offices shall be located at, and its mailing address shall be 28 Indian Creek Island Road, Indian Creek Village, FL 33154.

ARTICLE II

The corporation is organized for the purpose of engaging in any lawful activity for which corporations may be organized under Florida law.

ARTICLE III

The term for which the corporation shall exist shall be perpetual.

ARTICLE IV

(a) The aggregate number of shares of capital stock which the corporation shall have authority to issue shall be sixty million (60,000,000) shares, all of which consists of common stock, par value \$.01 per share, six million (6,000,000) shares of which shall be voting common stock, par value \$.01 per share, and fifty-four million (54,000,000) of which shall be nonvoting common stock, par value \$.01 per share. Each share of voting common stock shall have one vote per share in respect of all matters submitted to the vote of shareholders, including the election of directors. The holders of the voting common stock of the corporation shall not have the right to cumulate votes in the election of directors. Except as may be expressly required by the laws of general applicability of the State of Florida, the holders of the nonvoting common stock shall not be entitled to vote on any matter submitted for the vote of stockholders, including but not limited to the election of directors. Except as expressly set forth herein with respect to voting, the shares of common stock which the corporation shall have authority to issue shall be identical, and shall have equal rights and privileges.

(b) The holders of the capital stock of the corporation shall not have any preemptive or preferential rights to purchase or otherwise acquire any shares of any class of capital stock of the corporation, whether now or hereafter authorized, except as the Board of Directors may specifically provide.

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TALLAHASSEE, FLORIDA

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(c) Any transfer of shares of the capital stock of the corporation, or any interest therein, to any person or any manner (including by will, operation of law or otherwise) following an election by the corporation to be treated as a "small business corporation" under subchapter S of the Internal Revenue Code of 1986, as amended, or comparable successor provisions (an "S corporation election"), which would cause such election to be terminated or revoked, shall be invalid, and the corporation shall have no obligation to recognize such transfer, and shall not have the power or authority to recognize such transfer, unless the holders of a majority of the votes entitled to be cast by all the outstanding capital stock of the corporation entitled to vote generally in the election of directors shall have previously approved the termination of such S corporation election, and any such purported transfer, or purported recognition of such transfer by the corporation, shall be null, void, of no legal effect and shall not be binding on the corporation. During any period when the corporation is not subject to an S corporation election, any transfer of shares of the capital stock of the corporation, or any interest therein, to any person or any manner (including by will, operation of law or otherwise) which would cause the corporation to be ineligible to make an S corporation election shall be invalid, and the corporation shall have no obligation to recognize such transfer, and shall not have the power or authority to recognize such transfer, without the prior written approval of the corporation following the affirmative vote of a majority of the directors.

ARTICLE V

The street address of the initial registered office of the corporation is at 28 Indian Creek Island Road, Indian Creek Village, Florida 33154, and the name of the initial registered agent of the corporation is Javier Holtz.

ARTICLE VI

The provisions of section 607.0901 of the Florida Business Corporation Act, relating to affiliate transactions, and section 607.0902 of the Florida Business Corporation Act, relating to control share acquisitions, as each may now exist or hereafter be amended, shall not be applicable to the corporation

ARTICLE VII

(a) The initial board of directors of the corporation shall consist of one (1) person. The name of the initial director is Javier Holtz and his address is 28 Indian Creek Road, Indian Creek Village, Florida 33154. The number of directors constituting the entire board shall be not less than one (1) nor more than twenty-five (25), the exact number of which as may be fixed from time to time by a vote of a majority of the directors then in office, provided that the number of directors shall not be reduced so as to shorten the term of any director then in office, and further provided that the number of directors shall be one (1) until otherwise fixed by a majority of the board of directors.

(b) Notwithstanding any other provision of these Articles of Incorporation or the Bylaws of the Corporation, and notwithstanding any provision of law specifying a lesser percentage, any director or the entire board of directors may be removed at any time, only for cause

upon the affirmative vote of the holders of a majority of the total number of votes entitled to be cast by holders of all of the outstanding shares of capital stock entitled to vote generally in the election of directors. This subsection (b) may be amended only by the affirmative vote of the holders of two-thirds or more of the total number of votes entitled to be cast by holders of all of the outstanding shares of capital stock entitled to vote generally in the election of directors.

ARTICLE VIII

In the event the board of directors shall evaluate a business combination, the directors shall consider, among other things, the following factors: the effect of the business combination on the corporation and its subsidiaries, and their respective stockholders, employees, customers and the communities which they serve; the timing of the proposed business combination; the risk that the proposed business combination will not be consummated; the reputation, management capability and performance history of the person proposing the business combination; the current market price of the corporation's capital stock; the relation of the price offered to the current value of the corporation in a freely negotiated transaction and in relation to the directors' estimate of the future value of the corporation and its subsidiaries as an independent entity or entities; tax consequences of the business combination to the corporation and its stockholders; and such other factors deemed by the directors to be relevant. In such considerations, the board of directors may consider all or certain of such factors as a whole and may or may not assign relative weights to any of them. The foregoing is not intended as a definitive list of factors to be considered by the board of directors in the discharge of their fiduciary responsibility to the corporation and its stockholders, but rather to guide such consideration and to provide specific authority for the consideration by the board of directors of factors which are not purely economic in nature in light of the circumstances of the corporation and its subsidiaries at the time of such proposed business combination.

ARTICLE IX

To the fullest extent permitted by Florida law, as it now exists or as it may hereafter be amended or supplemented, the corporation shall indemnify any and all persons it shall have the power to indemnify under such law, from and against any and all expenses, liabilities, fines, judgments or other payments permitted thereby. Such indemnification shall not be deemed to be exclusive of any other indemnification to which such persons may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors, or otherwise.

ARTICLE X

The corporation shall hold a special meeting of stockholders of the corporation upon the call of the Board of Directors, and the secretary of the corporation shall call, and the corporation shall hold, a special meeting of stockholders upon the request of the Chairman of the Board of Directors or the President of the corporation, or if the holders of fifty percent of all of the votes entitled to be cast at the proposed special meeting sign, date and deliver to the secretary of the corporation one or more written demands for the meeting describing the purpose or purposes for which such meeting shall be held.

ARTICLE XI

No nominations for directors except those made by the board of directors or any nominating committee thereof shall be voted upon at the annual meeting of stockholders unless other nominations are made in writing and delivered to the secretary of the corporation at least thirty (30) days prior to the date of the annual meeting. Notwithstanding the foregoing, in the event that the notice of meeting relating to the annual meeting is mailed less than thirty seven (37) days before the date of the annual meeting, then any nominations by stockholders must be delivered to the secretary of the corporation not later than seven (7) days after the date of mailing of the notice of meeting.

Each nomination for election as a director of the corporation made by a stockholder shall set forth (i) the name, age, business address and, if known, the residence address of each nominee proposed, (ii) the principal occupation or employment of each such nominee, (iii) the number of shares of each class of stock of the corporation beneficially owned or directly or indirectly controlled by each such nominee, (iv) such other information regarding each such nominee as would be required to be included in a proxy statement soliciting proxies for the election of the proposed nominee pursuant to Regulation 14A under the Securities and Exchange Act of 1934, as amended, and (v) as to the stockholder making such nomination (a) his name and address as they appear on the stock transfer books of the corporation, and (b) the number of shares of each class of stock of the corporation beneficially owned or directly or indirectly controlled by such stockholder. For purposes of this paragraph, beneficial ownership of shares shall be determined in accordance with Rule 13d-3 and Rule 13d-5 under the Securities and Exchange Act of 1934, as amended, and a proposed nominee or stockholder shall be deemed to control all shares which such proposed nominee or stockholder would be deemed or presumed to control in a control determination made in accordance with the provisions of applicable bank regulatory laws and regulations. Notwithstanding any other provision hereof, failure of any stockholder nomination for election as director to comply with the provisions of this Article shall result in the proposed nomination not being presented to the stockholders at the annual meeting.

Any new business to be taken up at the annual meeting shall be stated in writing and filed with the secretary of the corporation at least thirty (30) days before the date of the annual meeting, and all business so stated, proposed, and filed, and which relates to matters appropriate for consideration by the stockholders at the annual meeting, shall be considered at the annual meeting, but no other proposal shall be acted upon at the annual meeting. Notwithstanding the foregoing, in the event that the notice of meeting relating to the annual meeting is mailed less than thirty seven (37) days before the date of the annual meeting, then any new business to be taken up at the annual meeting must be filed with the secretary of the corporation not later than seven (7) days after the date of mailing of the notice of meeting.

ARTICLE XII

Notwithstanding any other provisions of these Articles of Incorporation or any provision of law specifying a lesser percentage, and in addition to any other vote of shareholders required by law, the provisions of these Articles of Incorporation other than Article IV(c), Article VII(b) and this Article XII shall not be amended, altered, or rescinded except upon the affirmative vote of the holders of a majority of the total number of votes entitled to be cast by holders of all of the

outstanding shares of capital stock entitled to vote generally in the election of directors, and the provisions of Article IV(c), Article VII(b) and this Article XII shall not be amended, altered, or rescinded except upon the affirmative vote of the holders of two-thirds of the total number of votes entitled to be cast by holders of all of the outstanding shares of capital stock entitled to vote generally in the election of directors.

ARTICLE XIII

The name and address of the incorporator of the Corporation is Javier Holtz, and his address is 28 Indian Creek Island Road, Indian Creek Village, Florida 33154.

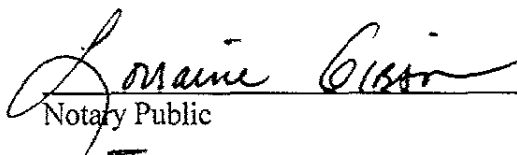
IT WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 25th day of February, 2005


Javier Holtz, Incorporator

State of Florida)
County of Miami-Dade)

BEFORE ME, the undersigned notary public for the State of Florida, personally appeared Javier Holtz, known to me to be the person who signed the foregoing Articles of Incorporation, who being by me first duly sworn, deposed and acknowledged that he had read the foregoing instrument, and that the executed the same freely for the uses and purposed therein expressed.

IT WITNESS WHEREOF, I have set hereunto my hand and affixed my seal this 25th day of February, 2005.


Notary Public

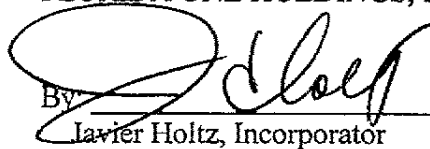
A. Lorraine Gibson
Commission #DD316400
Expires: May 04, 2008
Bonded Thru
Atlantic Bonding Co., Inc.

CERTIFICATE OF DESIGNATION OF
REGISTERED OFFICE AND REGISTERED AGENT

DESIGNATION:

Pursuant to the provisions of Section 607.0501, Florida Statutes, Florida One Holdings, Inc. desires to organize under the laws of the State of Florida, and in connection therewith hereby and in its Articles of Incorporation designates Javier Holtz as its registered agent, whose address is 28 Indian Creek Island Road, Indian Creek Village, Florida 33154, and which address shall also be the registered office of the corporation.

FLORIDA ONE HOLDINGS, INC.


By _____
Javier Holtz, Incorporator

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TALLAHASSEE FLORIDA

ACCEPTANCE:

Having been named as registered agent to accept service of process for Florida One Holdings, Inc., the undersigned hereby agrees to act in such capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of the undersigned's duty, and accepts the obligations and duties of Section 607.0501, Florida Statutes.



Javier Holtz