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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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Tallahassee Office

2457 Care Drive
Tallahassee, Florida 32308
(850) 878-2411 - Telephone
(850) 878-1230 - Facsimile
e-mail: tall@idhlaw.com

IGLER DOUGHERTY

ATTORNEYS AT LAW

REPLY TO TALLAHASSEE OFFICE

Tampa Office

500 N. Westshore Blvd, Suite 1010
Tampa, Florida 33609
(813) 289-1020 - Telephone
(813) 289-1070 - Facsimile
e-mail: tampa@idhlaw.com

May 4, 2005

Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

VIA HAND DELIVERY

Re: Hillcrest Florida Holdings, Inc.

Sirs:

Yesterday, we submitted Articles of Incorporation for Hillcrest Florida Holdings, Inc. Today, we were informed that the Division of Corporations has no record of the filing. Enclosed, please find a copy of yesterday's filing, a new set of Articles of Incorporation and a new check for the filing fee. Should the Division of Corporations recover our original filing, we would ask that a representative of the office please call me at 878-2411 so that we may pick it up

Sincerely,
IGLER & DOUGHERTY, P.A.

Richard Pearlman

Enclosures

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. Hillcrest Florida Holdings, Inc.
(Corporation Name) (Document #)

2. ______________________
(Corporation Name) (Document #)

3. ______________________
(Corporation Name) (Document #)

4. ______________________
(Corporation Name) (Document #)

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☐ Certificate of Status

NEW FILINGS	
✓	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

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

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark

ARTICLES OF INCORPORATION
OF
HILLCREST FLORIDA HOLDINGS, INC.

The undersigned incorporator, Richard L. Pearlman, 2457 Care Drive, Tallahassee, Florida 32308, 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 – NAME

The name of the Corporation is Hillcrest Florida Holdings, Inc. The street and mailing address of the principal office of the Corporation is 2457 Care Drive, Tallahassee, Florida 32308 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

Section 1 - Classes of Stock: The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is 10,000,000 consisting of:

A. 9,000,000 shares of common stock; par value one cent ($0.01) per share.

B. 900,000 shares of undesignated Preferred Stock;

C. 100,000 shares of Series A Preferred Stock which shall have the following relative rights and preferences:

1. Dividend Rights. The holders of shares of Series A Preferred Stock shall be entitled to receive dividends or other distributions when and as declared by the Board of Directors, out of funds legally available therefor.

2. Liquidation Preference. In the event of any liquidation, dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the holders of Series A Preferred Stock shall be entitled to receive out of the assets of the Corporation available for distribution to shareholders, an amount equal to $100.00 per share prior to any distribution to holders of Common Stock or other series of Preferred Stock of the Corporation.

3. Redemption. The Corporation may redeem shares of Series A Preferred Stock at any time after issuance, at a redemption price of $100.00 per share. Notice of any redemption shall be given in person or by first class mail, postage prepaid, mailed not less than five days nor more than 30 days prior to the date fixed for redemption to the holders of record of the shares to be redeemed. After the date of redemption and notwithstanding the fact that any shares called for redemption shall not have been surrendered for cancellation, on and after such date the shares represented thereby called for redemption shall be deemed to be no longer outstanding, and all rights of the holders of such shares shall cease except for the right to receive the redemption value of the shares.

4. <u>No Voting Rights</u>. Except as otherwise required by law, the holders of Series A Preferred Stock shall not be entitled to vote.

5. <u>Reacquired Shares</u>. Shares of Series A Preferred Stock converted, redeemed, or otherwise purchased or acquired by the Company shall be restored to the status of authorized and unissued shares of Preferred Stock without designation as to series.

6. <u>No Sinking Fund</u>. Shares of Series A Preferred Stock are not subject to the operation of a sinking fund.

Section 2 - Common Stock: There shall be one class of 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 nay other class of stock and the holders of common stock are not entitled to cumulative voting rights with respect to the election of directors.

Section 3 - Preferred Stock: In addition to Series A Preferred Stock, the Board of Directors is authorized, subject to any limitations prescribed by law, to provide for the issuance of the shares of preferred stock in series, and by filing a preferred stock designation certificate pursuant to the applicable laws of the State of Florida, to establish from time to time the number of shares to be included in each such series and to fix the stated value, designation, powers, preferences and right of the share of each such series and any qualifications, limitations or restrictions thereof. The number of authorized shares of preferred stock may be increased or decreased (but not below the number of shares then outstanding) by the affirmative vote of the holders of a majority of the common stock, without a vote of the holders of the preferred stock, or of any series thereof, unless a vote of any such holders is required pursuant to the terms of any preferred stock designation certificate.

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name of the registered agent is Igler & Dougherty, P.A., 2457 Care Drive, Tallahassee, Florida 32308, 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 twenty 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 form 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.

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 corporate 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 Articles of Incorporation this 3rd day of May, 2005.

By: ______________________________

Richard L. Pearlman

CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the Provisions of Section 607.0501, *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 Hillcrest Florida Holdings, Inc.

2. The name and address of the registered agent and office is:

Igler & Dougherty, P.A.
(Name)

2457 Care Drive
(Address)

Tallahassee, Florida 32308
(City/State/Zip)

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.

IGLER & DOUGHERTY, P.A.

By: ______________________
A. George Igler
President

Date: May 3, 2005