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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
HOMETOWN OF HOMESTEAD, 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 "Hometown of Homestead, Inc." and its principal offices shall be located at, and its mailing address shall be, 1550 North Krome Avenue, Homestead, Florida 33030.

## 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

The aggregate number of all classes of stock which the corporation shall have authority to issue shall be thirty one million shares (31,000,000), consisting of ten million (10,000,000) shares of Class A common stock, par value \$.01 per share, ten million (10,000,000) shares of Class B common stock, par value \$.01 per share, ten million (10,000,000) shares of Class C common stock, and one million shares (1,000,000) of preferred stock par value \$.01 per share.

The Class A common stock, Class B common stock and Class C common stock shall each be entitled to cast one vote per share in respect of all matters submitted to a vote of the stockholders. The Class A common stock, Class B common stock and Class C common stock shall vote together as a single class on all matters submitted to the vote of stockholders, except as otherwise provided by law.

Except as expressly set forth herein, the shares of authorized common stock of every class whatsoever shall be identical and shall have equal rights and privileges.

The Board of Directors, by action of a majority of the full Board of Directors shall have the authority to issue the shares of preferred stock from time to time on such terms as it may determine, and to divide the preferred stock into one or more classes or series, and, in connection with the creation of such classes or series to fix by resolution or resolutions the designations, voting powers, preferences, participation, redemption, sinking fund, conversion, dividend, and other optional or special rights of such classes or series, and the qualifications, limitations or restrictions thereof.

Commencing on the date which is three (3) years from the date on which any shares of Class A common stock are first issued ("Date of First Issuance"), and ending on the date which is one day prior to ten (10) years from the Date of First Issuance, the corporation shall be entitled, at its option, to repurchase shares of Class A common stock, and pursuant to such repurchase right, shall be entitled, at its option and in its sole discretion, to call for repurchase, from time to time, in whole or in part, shares of Class A common stock at prices not less than the prices set forth below. The corporation shall be entitled to determine, in its discretion, the manner in which shares are selected for repurchase in the event that less than all of the Class A common stock is called for repurchase at any time. From the effective time of a call for repurchase, shares of Class A common stock that have been called for repurchase shall no longer represent shares of Class A common stock, and shall represent only the right to receive the repurchase price, without interest, upon surrender of certificates representing the called shares.

The repurchase price per called share of Class A common stock shall be not less than the amount set forth below for redemptions dates falling within the periods shown:

<u>Period</u>	<u>Minimum Repurchase Price</u>
Third anniversary of Date of First Issuance until day prior to fourth anniversary of Date of First Issuance	\$12.40
Fourth anniversary of Date of First Issuance until day prior to fifth anniversary of Date of First Issuance	\$13.20
Fifth anniversary of Date of First Issuance until day prior to sixth anniversary of Date of First Issuance	\$14.00
Sixth anniversary of Date of First Issuance until day prior to seventh anniversary of Date of First Issuance	\$14.80
Seventh anniversary of Date of First Issuance until day prior to eighth anniversary of Date of First Issuance	\$15.60
Eighth anniversary of Date of First Issuance until day prior to ninth anniversary of Date of First Issuance	\$16.40
Ninth anniversary of Date of First Issuance until day prior to tenth anniversary of Date of First Issuance	\$17.20

Notwithstanding the foregoing, the corporation shall not be entitled to repurchase in excess of 49% of the shares of Class A Common Stock outstanding as of the third anniversary of the Date of First Issuance prior to the fifth anniversary of the Date of First Issuance.

Any shares of Class A Common Stock not repurchased prior to the tenth anniversary of the Date of First Issuance shall be converted into Class B Common Stock.

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.

#### ARTICLE V

The street address of the registered office of the corporation is 1550 North Krome Avenue, Homestead, Florida 33030, and the name of the registered agent is Vernon D. Smith.

#### 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) persons. The names and addresses of the initial director is:

<u>Name</u>	<u>Address</u>
Vernon D. Smith	1600 S. Federal Highway Pt. Pierce, Florida 34950

(b) The number of directors constituting the entire board shall be not less than one (1) nor more than fifteen (15), 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.

(c) Notwithstanding any other provision of this 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, but only for cause and upon the affirmative vote of the holders of 66% or more of the total number of votes entitled to be cast by holders of all outstanding shares of all classes of capital stock entitled to vote generally in the election of directors, voting as a single class. Notwithstanding the foregoing, and except as provided by law, where the holders of any class or series of preferred stock, voting separately as a class, have the right to elect one or more directors, the provision of this subsection (b) shall apply with respect to such director or directors elected by such class to the vote of the holders of the outstanding shares of such class of preferred stock and not the vote of the outstanding shares of all the capital stock of the corporation. This subsection (b) may be amended only by the affirmative vote of the holders of 66% 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 stockholders 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 such other nominations has been given, either by personal delivery or by United States mail, postage prepaid, to the Secretary of the corporation not later than (i) with respect to an election to be held at the annual meeting of stockholders, ninety days prior to the anniversary date of the immediately preceding annual meeting, and (ii) with respect to an election to be held at a special meeting of the

stockholders for the election of directors, the close of business on the seventh day following the date on which notice of such meeting is first given to stockholders. Each such notice shall set forth: (a) the name and address of the stockholder who intends to make the nomination and of the person or persons to be nominated; (b) the number of shares of each class of stock of the corporation beneficially owned or directly or indirectly controlled by each such person; (c) a description of all arrangements or understandings between the stockholder and each nominee and any other person or persons (naming such person or persons) pursuant to which the nomination or nominations are to be made by the stockholder; (d) such other information regarding each nominee proposed by such stockholder as would be required to be included in a proxy statement filed pursuant to the proxy rules of the Securities and Exchange Commission; and (e) the consent of each nominee to serve as a director of the corporation if so elected. The presiding officer of the meeting may refuse to acknowledge the nomination of any person not made in compliance with the foregoing procedure.

Any stockholder entitled to vote in the election of directors generally may propose one or more matters for presentation to the stockholders at any annual meeting of stockholders, provided that such stockholder has provided written notice of such stockholder's intent to make such proposal or proposals, either by personal delivery or by United States mail, postage prepaid, to the Secretary of the corporation not later than ninety (90) days prior to the anniversary date of the immediately preceding annual meeting. Each such notice shall set forth: (i) the name and address of the stockholder(s) who intends to make the proposal; (ii) the number of shares of each class of stock of the corporation beneficially owned or directly or indirectly controlled by each such person; (iii) such other information regarding each such proposal as would be required to be included in a proxy statement soliciting proxies for the approval of such proposal pursuant to Regulation 14A under the Securities and Exchange Act of 1934, as amended; and (iv) a description of all arrangements or understandings between the stockholder(s) and any other person or persons (naming such person or persons) pursuant to which the proposal or proposals are to be made by the stockholder(s). Nothing contained in this paragraph shall require the presentation for the vote or consideration of the stockholders of any matter which is not appropriate for action by the stockholders. No business or proposal shall be presented for the vote or consideration of stockholders at a special meeting of stockholders other than that contained in the notice of meeting and matters incidental to the conduct of such meeting.

For purposes of this Article, 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 stockholder shall be deemed to control all shares which such 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. The presiding officer of the meeting may refuse to acknowledge or present any proposal of any person not made in compliance with the foregoing procedure.

#### ARTICLE XII

Notwithstanding any other provisions of this Articles of Incorporation or any provision of law specifying a lesser percentage, and in addition to any other vote of stockholders required by law, neither the provisions of this Article or the provisions of Article IV of these Articles of Incorporation relating to the relative rights and privileges of, and repurchase provisions relating to the Class A common stock shall be amended, altered, defined or rescinded prior to the tenth anniversary of the Date of First Issuance, except upon the affirmative vote of the holders of at least 66% of the Class A common stock outstanding and entitled to vote, voting as a separate class. Additionally, 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 stockholders required by law, the provisions of Article VII(c) of these Articles of Incorporation shall not be amended, altered, defined or rescinded except upon the affirmative vote of the holders of 66% 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 XII

The name and address of the incorporator of the corporation is Vernon D. Smith, 1600 S. Federal Highway, Ft. Pierce, Florida 34950.



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

**DESIGNATION:**

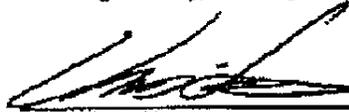
Pursuant to the provisions of Section 607.0501, Florida Statutes, Hometown of Homestead, Inc. desires to organize under the laws of the State of Florida, and in connection therewith hereby and in its Articles of Incorporation designates Vernon D. Smith as its registered agent, whose address is 1600 S. Federal Highway, Ft. Pierce, Florida 34950, and which address shall also be the registered office of the corporation.

HOMETOWN OF HOMETEAD, INC.

By:   
Vernon D. Smith, Incorporator and President

**ACCEPTANCE:**

Having been named as registered agent to accept service of process for Hometown of Homestead, 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.

  
Vernon D. Smith