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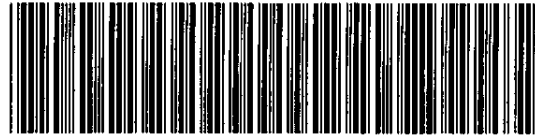
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D WHITE DEC 21 2007



Atlanta ■ Washington ■ Dallas

RESIDENT IN ATLANTA OFFICE
DIRECT DIAL: (404) 572-6600 x.5585
DSAVIOUR@POGOLAW.COM

December 20, 2007

Via Federal Express

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Broward Financial Holdings, Inc.

TO WHOM IT MAY CONCERN:

Enclosed are two copies of the articles of incorporation for Broward Financial Holdings, Inc. On December 19, 2007 the original articles along with one copy was sent via Federal Express to your office, however, the enclosed check in the amount of \$75 payable to the Florida Department of State was inadvertently left out.

Please acknowledge receipt of this package and the package sent on December 19th by signing in the space provided below and returning a copy of this letter in the enclosed stamped addressed envelope to my attention.

Sincerely,

A handwritten signature in cursive script that reads 'DSav' followed by 'avjour'.

Donnette A. Saviour
Legal Secretary to Lauren Brown

For Powell Goldstein LLP

Received _____, 2007

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**ARTICLES OF INCORPORATION
OF**

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BROWARD FINANCIAL HOLDINGS, INC. SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. **Name.** The name of the Corporation is Broward Financial Holdings, 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 3rd Avenue
Suite 2100
Fort Lauderdale, Florida 33301
4. **Authorized Capital.**

(a) The total number of shares of capital stock which the Corporation is authorized to issue is twenty-five million (25,000,000) shares, divided into two classes: common stock and preferred stock. The total number of shares of common stock, \$1.00 par value, authorized is twenty million (20,000,000) shares. The total number of shares of preferred stock, no par value, authorized is five million (5,000,000) shares.

(b) The Board of Directors of the Corporation is authorized, subject to limitations prescribed by law and the provisions of this Article, to provide for the issuance of the shares of preferred stock in series, and by filing a certificate pursuant to the applicable law of the State of Florida to establish from time to time the number of shares to be included in each series, and to fix the designation, powers, preferences, and relative rights of the shares of each series and the qualifications or restrictions of each series. The authority of the Board of Directors with respect to each series shall include, but not be limited to, determining the following:

(i) The number of shares constituting that series and the distinctive designation of that series;

(ii) The dividend rate on the shares of that series, whether dividends shall be cumulative, and, if so, from which date or dates, and the relative rights of priority, if any, of payments of dividends on shares of that series;

(iii) Whether that series shall have voting rights, in addition to the voting rights provided by law, and, if so, the terms of such voting rights;

(iv) Whether that series shall have conversion privileges, and, if so, the terms and conditions of such conversion, including provisions for adjustment of the conversion rate in such events as the Board of Directors shall determine;

(v) Whether or not the shares of that series shall be redeemable, and, if so, the terms and conditions of such redemption, including the date or dates upon or after which they shall be redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption rates;

(vi) Whether that series shall have a sinking fund for the redemption or purchase of shares of that series, and, if so, the terms and amount of such sinking fund;

(vii) The rights of the shares of that series in the event of voluntary or involuntary liquidation, dissolution or winding-up of the Corporation, and the relative rights of priority, if any, of payment of shares of that series; and

(viii) Any other relative rights, preferences and limitations of that series.

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:

Name

Keith P. Costello

Address

101 NE 3rd Avenue
Suite 2100
Fort Lauderdale, Florida 33301

I, Keith P. Costello, hereby consent to serve as registered agent of the Corporation.



Keith P. Costello

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

Name

Address

Lauren G. Brown

One Atlantic Center
1201 West Peachtree Street, N.W.
14th Floor
Atlanta, GA 30309

7. **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.

8. **Initial Board of Directors.**

(a) The Board of Directors shall be divided into three (3) classes, Class I, Class II and Class III, which shall be as nearly equal in number as possible. Each director in Class I shall be elected to an initial term of one (1) year, each director in Class II shall be elected to an initial term of two (2) years, each director in Class III shall be elected to an initial term of three (3) years, and each director shall serve until the election and qualification of his or her successor or until his or her earlier resignation, death or removal from office. Upon the expiration of the initial terms of office for each class of directors, the directors of each class shall be elected for terms of three (3) years, to serve until the election and qualification of their successors or until their earlier resignation, death or removal from office.

(b) Unless two-thirds (2/3) of the directors then in office shall approve the proposed change, this Article 8 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 in an election of directors, at any regular or special meeting of the shareholders, and notice of the proposed change must be contained in the notice of the meeting.

9. **Limits on Liability 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.

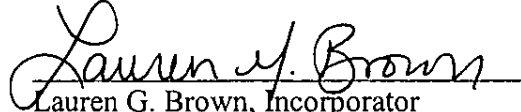
(c) Unless two-thirds (2/3) of the directors then in office shall approve the proposed change, this Article 12 may be amended or rescinded only by the affirmative vote of the holders of at least two-thirds (2/3) of the issued and outstanding shares of the Corporation entitled to vote thereon, at any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

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
19th day of December 2007.


Lauren G. Brown, Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA