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1744 N. Belcher Rd., Suite 150  
Clearwater, FL 33765  
Telephone: (727) 726-1514  
Facsimile: (727) 726-9044  
Email: rick@cooksadorf.com

December 22, 2016

**VIA FEDERAL EXPRESS  
OVERNIGHT DELIVERY**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**Re: ALLIANCE FINANCIAL CORPORATION.**

Ladies and Gentlemen:


The enclosed Certificate of Domestication, Articles of Incorporation, and fees are submitted to domesticate ALLIANCE FINANCIAL CORPORATION., a Nevada corporation, into ALLIANCE FINANCIAL CORPORATION., a Florida corporation to be effective **12:01 a.m. January 1, 2017** in accordance with Florida Statutes Section 607.1801.

Please return all correspondence concerning this matter to:

Rick W. Sadorf, Esq.  
Cook Sadorf Law  
1744 N. Belcher Rd., Suite 150  
Clearwater, FL 33765

For further information concerning this matter, please call Rick W. Sadorf, Esq., at (727) 726-1514. Enclosed is a check in the amount of \$128.75 (\$50.00 for domestication and \$78.75 for filing the enclosed Articles of Incorporation).

Sincerely,

  
Rick W. Sadorf

RWS/sly  
Enclosures  
cc: Mark Blanton



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

December 27, 2016

COOK SADORF LAW  
1477 N BELCHER RD #150  
CLEARWATER, FL 33765

SUBJECT: ALLIANCE FINANCIAL CORPORATION  
Ref. Number: W16000085991

We have received your document for ALLIANCE FINANCIAL CORPORATION and your check(s) totaling \$1157.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

The document number of the name conflict is L16000223034.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6939.

Terri J Schroeder  
Regulatory Specialist III

Letter Number: 516A00027459

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CERTIFICATE OF DOMESTICATION

OF

ALLIANCE FINANCIAL CORPORATION

(Registered as a Foreign Corporation in Florida under the name of  
ALLIANCE FINANCIAL CORPORATION OF AMERICA)

The undersigned, MARK E. BLANTON, President of ALLIANCE FINANCIAL CORPORATION, a Nevada corporation (registered as a Foreign corporation in Florida under the name of Alliance Financial Corporation of America), in accordance with Florida Statute §607.1801, Florida Statutes, does hereby certify:

1. The effective date of this domestication to Florida shall be 12:01 a.m., January 1, 2017.
2. The date on which corporation was first formed was May 6, 1997.
3. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was Nevada.
4. The name of the corporation immediately prior to the filing of this Certificate of Domestication was ALLIANCE FINANCIAL CORPORATION.
5. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to Florida Statutes §607.0202 and §607.0401 with this certificate is ALLIANCE FINANCIAL CORPORATION OF AMERICA.
6. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was the State of Nevada. The corporation's mailing address in Nevada was P.O. Box 369024, Las Vegas, NV 80137. The corporation's Registered Agent in Nevada was Killucan International, Inc., 4830 Impressario Court, Las Vegas, NV 89149
7. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to Florida Statute §607.1801.

I am the President of ALLIANCE FINANCIAL CORPORATION and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this the 3rd day of January, 2017, to be effective at 12:01 a.m., January 1, 2017.

  
MARK E. BLANTON, President

**ARTICLES OF INCORPORATION**  
**OF**  
**ALLIANCE FINANCIAL CORPORATION OF AMERICA**

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Pursuant to the provisions of the Florida Business Corporation Act, Section 607 of the Florida Statutes, the undersigned incorporator files these Florida Articles of Incorporation in conjunction with domesticating this corporation in the State of Florida pursuant to Florida Statute §607.1801, to be effective at 12:01 a.m., January 1, 2017.

**ARTICLE I.**  
**NAME OF CORPORATION**

The name of the corporation is **ALLIANCE FINANCIAL CORPORATION OF AMERICA.**

**ARTICLE II.**  
**PRINCIPAL OFFICE; MAILING ADDRESS**

The principal office of the corporation is located at 8108 Old Hixon Road, Suite 110, Tampa, FL 33626. The mailing address of the corporation is the same.

**ARTICLE III.**  
**PURPOSE**

The purpose for which the corporation is to conduct any and all lawful business.

**ARTILCE IV.**  
**AUTHORIZED SHARES OF STOCK**

The aggregate number of shares that the corporation has authority to issue is Twenty-Five Thousand (25,000) shares of common stock with a par value of \$1.00 per share, designated as common stock ("Common Stock") The Common Stock may be issued from time to time without action by the stockholders. The Common Stock may issue for such consideration as may be fixed from time to time by the Board of Directors.

The Board of Directors may issue such shares of Common Stock in one or more series, with such voting powers, designations, preferences and rights or qualifications, limitations or restrictions thereof as shall be stated in the resolution or resolutions adopted by the Board of Directors.

**ARTICLE V.**  
**PREEMPTIVE RIGHTS**

Pursuant to Florida Statute §607.0630, the corporation elects to provide its shareholders preemptive rights.

**ARTICLE VI.**  
**REGISTERED AGENT AND OFFICE**

The address of the initial registered office of the corporation is 1744 N. Belcher Rd., Suite 150, Clearwater, FL 33765 and the name of the initial registered agent of the corporation at that address is Rick W. Sadorf, of Cook Sadorf Law.

**ARTICLE VII.  
BOARD OF DIRECTORS--DESIGNATION OF INITIAL DIRECTORS**

The initial Board of Directors shall consist of two (2) members. The names and addresses of the initial board of directors of the corporation are:

|                              |   |
|------------------------------|---|
| <i>HENRY H. BLANTON, JR.</i> | <i>8108 Old Hixon Road, Suite 110<br/>Tampa, FL 33626</i> |
| <i>META C. BLANTON</i>       | <i>8108 Old Hixon Road, Suite 110<br/>Tampa, FL 33626</i> |

**ARTICLE VIII.  
INCORPORATOR**

The name and address of the incorporator is Mark E. Blanton and 8108 Old Hixon Road, Suite 110, Tampa, Florida 33626

**ARTICLE IX.  
AMENDMENT OF ARTICLES OF INCORPORATION**

Any amendment to these Articles of Incorporation must be approved by a vote of a simple majority of the votes cast at a shareholders' meeting at which a quorum is present or represented by proxy, unless such amendment requires a greater percentage or unanimous consent pursuant to the laws of the State of Florida.

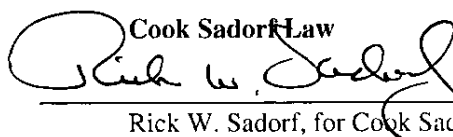
Dated: January 3, 2017, to be effective at 12:01 a.m. January 1, 2017.

  
\_\_\_\_\_  
MARK E. BLANTON

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as Registered Agent and to accept service of process for ALLIANCE FINANCIAL CORPORATION OF AMERICA at the place designated in this Certificate, I am familiar with and accept the appointment as Registered Agent and agree to act in this capacity.

Dated: January 3, 2017

  
\_\_\_\_\_  
Rick W. Sadorf, for Cook Sadorf Law

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2017 JAN -3 PM 2:53  
CLERK OF CIRCUIT COURT  
JAN 3 2017  
TAMPA, FLORIDA