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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 617-6381

**ATTENTION:
Lee Yarbrough**

From: Account Name : HOLLAND & KNIGHT
Account Number : 072100000016
Phone : (813) 227-8500
Fax Number : (813) 229-0134
wheeler

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: charles.stutts@hklaw.com

FLORIDA PROFIT/NON PROFIT CORPORATION
HomeBanc

Certificate of Status	1
Certified Copy	2
Page Count	10
Estimated Charge	\$96.25

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MAR 24 2017

T SCHROEDER



DREW J. BREAKSPEAR
Commissioner

INTEROFFICE COMMUNICATION

DATE: March 24, 2017

TO: Ms. Diane Cushing, Department of State
Division of Corporations

FROM: Jason Guevara, Licensing and Chartering *JG*

SUBJECT: HomeBanc

Please file the attached articles and registered agent for the above-referenced institution, using March 24, 2017 as the effective date.

Please make the following distribution of copies:

- (1) One certified copy to: Jason Guevara
Office of Financial Regulation
Licensing & Chartering
200 East Gaines Street
Tallahassee, FL 32399
- (2) One certified copy to: Mr. Charles Stutts, Esquire
Holland & Knight, LLP
100 N. Tampa St., Suite 4100
Tampa, Florida 33602

Also attached is a check that represents payment of the filing fees, charter tax, and certified copies. If you have any questions please call (850) 410-9513.

HOMEBANC - ARTICLES OF INCORPORATION

The undersigned, acting as director(s) for the purpose of forming a financial institution corporation in accordance with the Laws of the State of Florida, adopt(s) the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be HomeBanc and its initial place of business shall be at 101 East Kennedy Boulevard, Suite 4100, in the City of Tampa, in the County of Hillsborough and State of Florida. These Articles shall be effective upon filing.

ARTICLE II

The general nature of the business to be transacted by this corporation shall be: That of a general commercial banking business with all the rights, powers, and privileges granted and conferred by the Florida Financial Institutions Codes, regulating the organization, powers, and management of banking corporations.

ARTICLE III

The total number of shares authorized to be issued by the corporation shall be 14,000,000, such shares being designated as follows: (a) 10,000,000 shares of common capital stock, with a par value per share of five dollars (\$5.00) (the "Common Stock"); and, (b) 4,000,000 shares of preferred stock, with a par value per share of one hundred dollars (\$100.00) (the "Preferred Stock"). The corporation shall begin business with at least five million, seven hundred fifty thousand dollars (\$5,750,000) in paid-in common capital stock to be divided into 1,150,000 shares. The amount of surplus with which the corporation will begin business will be not less than sixty two million, three hundred three thousand dollars (\$62,303,000) all of which (capital stock and surplus) shall be paid in cash. The amount of common capital stock may be

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increased or decreased from time to time, according to the provisions of the laws of the State of Florida.

No holder of shares of the capital stock of any class of the corporation shall have any preemptive or preferential right of subscription to any shares of any class of stock of the corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the corporation, issued, or sold, nor any right of subscription to any thereof other than such, if any, as the board of directors, in its discretion may from time to time determine and at such price as the board of directors may from time to time fix. Preemptive rights also must be approved by a vote of holders of two-thirds of the bank's outstanding voting shares.

Unless otherwise specified in the Articles of Incorporation or required by law, (1) shareholders owning a majority voting interest in the outstanding voting stock must approve all matters requiring shareholder action, including amendments to the Articles of Corporation, and (2) each shareholder shall be entitled to one vote per share.

Unless otherwise specified in the Articles of Incorporation or required by law, all shares of voting stock shall be voted together as a class, on any matters requiring shareholder approval. If a proposed amendment would affect two or more classes or series in the same or a substantially similar way, all the classes or series so affected, must vote together as a single voting group on the proposed amendment.

The holders of common stock shall have one vote on each matter submitted to a vote at a meeting of shareholders and shall share equally in and to any dividend of the corporation, if and when declared by the board of directors. Each outstanding share of common stock and preferred stock, regardless of class, shall be entitled to receive the net assets of the corporation upon dissolution.

Shares of stock may be issued as a dividend for shares of stock on a pro rata basis and without consideration. Unless otherwise provided by the board of directors, the record date for determining shareholders entitled to a share dividend shall be the date authorized by the board of directors for the share dividend.

Unless otherwise provided in the Bylaws, the record date for determining shareholders entitled to notice of and to vote at any meeting is the close of business on the day before the first notice is mailed or otherwise sent to the shareholders, provided that in no event may a record date be more than 70 days before the meeting.

If a shareholder is entitled to fractional shares pursuant a stock dividend, consolidation or merger, reverse stock split or otherwise, the corporation may: (a) issue fractional shares; (b) in lieu of the issuance of fractional shares, issue script, or warrants entitling the holder to receive a full share upon surrendering enough script or warrants to equal a full share; (c) if there is an established and active market in the corporation's stock, make reasonable arrangements to allow the shareholder to realize a fair price through sale of the fraction, or purchase of the additional fraction required for a full share; (d) remit the cash equivalent of the fraction to the shareholder; or (e) sell full shares representing all the fractions at public auction or to the highest bidder after having solicited and received sealed bids from at least three licensed stock brokers; and distribute the proceeds pro rata to shareholders who otherwise would be entitled to the fractional shares. The holder of a fractional share is entitled to exercise the rights for shareholder, including the right to vote, to receive dividends, and to participate in the assets of the corporation upon liquidation, in proportion to the fractional interest. The holder of script or warrants is not entitled to any of these rights, unless the script or warrants explicitly provide for such rights. The script or warrants may be subject to such additional conditions as: (1) that the script or warrants will

become void if not exchanged for full shares before a specified date; and (2) that the shares for which the script or warrants are exchangeable may be sold at the option of the corporation and the proceeds paid to scriptheolders.

The corporation, at any time and from time to time, may authorize and issue debt obligations, whether or not subordinated, without the approval of the shareholders. Obligations classified as debt, whether or not subordinated, which may be issued by the corporation without the approval of shareholders, do not carry voting rights on any issue, including an increase or decrease in the aggregate number of the securities, or the exchange or reclassification of all or part of securities into securities of another class or series.

ARTICLE IV

The term for which said corporation shall exist shall be perpetual unless terminated pursuant to the Florida Financial Institutions Codes.

ARTICLE V

The Registered Agent for the corporation shall be:

Corporate Creations Network, Inc.
11380 Prosperity Farms Road, Suite 221E
Palm Beach Gardens, FL 33410

ARTICLE VI

The number of directors shall not be fewer than five or more than twenty-five. The exact number is to be fixed and determined from time to time by resolution of a majority of the full board of directors or by resolution of a majority of the shareholders at any annual or special meeting thereof. Any vacancy in the board of directors may be filled by action of a majority of the remaining directors between meetings of shareholders. The board of directors may not increase the number of directors between meetings of shareholders to a number which:

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(1) exceeds by more than two the number of directors last elected by shareholders when the number was fifteen or less; or

(2) exceeds by more than four the number of directors last elected by shareholders where the number was sixteen or more, but in no event shall the number of directors exceed twenty-five. The names and street addresses of the first directors of the corporation are:

NAME	STREET ADDRESS
Dana M. Cluckey	1017 S. Dakota Avenue Tampa, FL 33606
Richard Cramer	232 Coral Cay Terrace Palm Beach Gardens, FL 33418
Douglas L. Flaute	P.O. Box 953906 Lake Mary, FL 32795
Debra Hanses Novakoski	808 N. Franklin Street, #1502 Tampa, FL 33602
David A. Jones	1005 Brightwater Circle Maitland, FL 32751
Frederick A. Raffa	45 Eastwind Lane Maitland, FL 32751
Jeffrey D. Saunders	10717 Tavistock Drive Tampa, FL 33626

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ARTICLE VII

These Articles of Incorporation may be amended at any regular or special meeting of the shareholders by an affirmative vote of the holders of a majority of the stock of this corporation, unless the vote of the holders of a greater amount of stock is required by law, and in that case by the vote of the holders of such greater amount. The corporation's board of directors may propose one or more amendments to the Articles of Incorporation for submission to the shareholders.

In witness of the foregoing, the undersigned director(s) have executed these Articles of Incorporation this 14th day of March, 2017.

NAME

STREET ADDRESS

Dana M. Cluckey
Dana M. Cluckey

1017 S. Dakota Avenue
Tampa, FL 33606

Richard Cramer

232 Coral Cay Terrace
Palm Beach Gardens, FL 33418

Douglas L. Flaute

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Maitland, FL 32751

Frederick A. Raffa

45 Eastwind Lane
Maitland, FL 32751

Jeffrey D. Saunders

10717 Tavistock Drive
Tampa, FL 33626

Approved by the Florida Office of Financial Regulation this _____ day of
March, 2017.

Tallahassee, Florida

J. Martin Stubblefield, Director
Division of Financial Institutions

Having been named as registered agent to accept service of process for the above stated corporation 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.

Michael Reinhold
Authorized Officer – Corporate Creations Network, Inc.
Michael Reinhold, Vice President

03/22/2017

Date

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Authorized Officer – Corporate Creations Network, Inc.

Date

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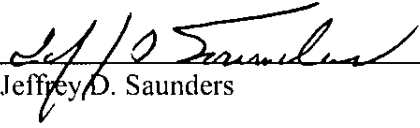
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TALLAHASSEE, FLORIDA

Approved by the Florida Office of Financial Regulation this 24th day of
March, 2017.

Tallahassee, Florida

J. Martin Stubblefield
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