

Robert W. Peebles

LICENSED REAL ESTATE BROKER

Post Office Box 5035 • Destin, Florida 32541 • (904) 837-4644

FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
P.O. BOX 6327  
TALLAHASSEE, FLORIDA 32314

January 20, 1995

Re: Application for Corporation

Dear Sirs:

I am sending you the original copy of the Articles of Incorporation, for **MarketBanc Mortgage Company**, as requested in my telephone conversation with your office. Also enclosed is a check in the amount of \$122.50 as required.

Would you please process this application for incorporation in the State of Florida and return all responses to the address in the Articles of Incorporation.

Thank you,

*Robert W. Peebles*

Robert W. Peebles  
904-837-4644  
P. O. 5764  
Destin, Fla. 32540

50070013881915  
-01/24/95- 01000--007  
\*\*\*122.50 \*\*\*122.50

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610  
524- P.O.  
671  
W95- 1882



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

January 26, 1995

**ROBERT W. PEEBLES**  
**P.O. BOX 5035**  
**DESTIN, FL 32541**

**SUBJECT: MARKETBANC MORTGAGE COMPANY**  
**Ref. Number: W95000001882**

We have received your document for MARKETBANC MORTGAGE COMPANY and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Written approval and clearance of the terms BANK, BANKER, BANC, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION must be obtained from the Division of Banking and Finance, pursuant to section 655.922(2a), Florida Statutes. The address is:

Division of Banking  
Director's Office  
Suite 1401, The Capitol  
Tallahassee, FL 32399-0350  
(904) 488-1410.

A post office box is not an acceptable address for the registered agent.

**DELETE THE P.O. BOX UNDERNEATH THE REGISTERED AGENTS  
ACCEPTANCE.**

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 (904) 487-6931.

Steven Godfrey  
Corporate Specialist

Letter Number: 095A00003384



ROBERT P. MILLIGAN  
COMPTROLLER OF FLORIDA

OFFICE OF COMPTROLLER  
DEPARTMENT OF BANKING AND FINANCE  
STATE OF FLORIDA  
TALLAHASSEE  
32399-0350

March 13, 1995

Mr. Robert W. Peebles  
Peebles Financial Group  
225 Main Street  
Suite 23  
Destin, Florida 32541

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SECRETARY OF STATE  
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Re: "MarketBanc Mortgage Company"

Dear Mr. Peebles:

On February 6, 1995, the Division of Banking received your request for clearance to use the above-mentioned corporate name. This request was noticed in the Florida Administrative Weekly on February 17, 1995, for 21 days until March 10, 1995, for public comment.

Section 655.922(2)(a), Florida Statutes, states in pertinent part as follows:

(2)(a) No person other than a bank shall, in this state:

1. Transact business under any name or title which contains the word "bank," "banking," or "trust company," or words of similar import, in any context or in any manner; or
2. Use any name, word, sign, symbol, or device in any context or in any manner; or
3. Circulate or use any letterhead, billhead, circular paper or writing of any kind, or otherwise advertise or represent in any manner, which indicates or reasonably implies that the business being conducted or advertised is the kind or character of business transacted or conducted by a bank or trust company or which is likely to lead any person to believe that such business is that of a bank or trust company.

**Mr. Robert W. Peebles**  
**March 13, 1995**  
**Page Two**

It is the opinion of this Department that your corporate name is definitive enough to differentiate the business being conducted from that of a commercial bank or trust company. Therefore, the Department is able to grant your request for approval of the corporate name, "MarketBanc Mortgage Company".

Sincerely,



**Wm. Douglas Johnson**  
**Assistant Director**  
**Division of Banking**  
**Suite 1401, The Capitol**  
**Tallahassee, FL 32399-0350**  
**(904) 488-1111**

:kr

**cc: Ms. Karon Beyer, Chief**  
**Bureau of Corporate Records**  
**Division of Corporations**  
**Secretary of State's Office**

**ARTICLES OF INCORPORATION**  
**OF**  
**MARKETBANC MORTGAGE COMPANY**

**ARTICLE I - NAME**

The name of this Corporation is **MarketBanc Mortgage Company.**

**ARTICLE II - PRINCIPAL OFFICE**

The address of the principal office of the Corporation is:

Suite 19, 225 Main Street  
Destin, Florida 32541

The mailing address is:

Post Office Box 5764  
Destin, Florida 32540

**ARTICLE III - DURATION**

This Corporation shall exist perpetually, commencing with the date of filing.

**ARTICLE V - CAPITAL STOCK**

This Corporation is authorized to issue 500 shares of \$1.00 par value common stock.

**ARTICLE VI - SHARES OF STOCK**

Shares of capital stock of this Corporation shall be issued initially to the following persons and in the amounts set opposite his/her names:

<b>Robert W. Peebles</b>	-	<b>250 SHARES</b>
<b>Bill W. Peebles, Jr.</b>	-	<b>250 SHARES</b>

**ARTICLE VII - PREEMPTIVE RIGHTS**

The Corporation may, through its By-laws, provide that with regard to certain shares of the stock of the Corporation, as designated in such By-Laws, every holder of such designated shares, upon the issuance or any sale for bonafide consideration of any new stock of this Corporation of the same kind, class or series as that designated

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CORPORATION  
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stock which he/she already holds shall have the right to purchase his/her prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price which is offered to others.

### **ARTICLE VIII - RESTRICTION OF TRANSFERABILITY OF STOCK**

The shares of the capital stock of this Corporation shall be issued initially as set forth in ARTICLE V. The shares held by the shareholders of this Corporation may not be resold or otherwise transferred to any other person unless such shares are first offered to the remaining shareholders of the Corporation or to the Corporation. The price and terms of which and the time within which such shares may be offered and sold shall be further specified in the By-laws of this Corporation, or by written agreement between the Corporation and the shareholders.

### **ARTICLE IX - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is: 225 Main Street, Suite 19, Destin, Florida 32541, and the name of the initial registered agent of this Corporation at that address is Robert W. Peebles, who evidences acceptance of this appointment by his signature below.

### **ARTICLE X - POWERS OF DIRECTORS HELD BY THE SHAREHOLDERS**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of the shareholders of record, each of whom shall have one (1) vote in the affairs of the Corporation for each share of stock of the Corporation owned by the said shareholder. The powers and duties conferred or imposed upon directors by virtue of Florida Statutes shall be instead conferred or imposed upon the shareholders.

### **ARTICLE XI - INCORPORATORS**

The name and address of the person signing these articles is:

Robert W. Peebles  
Suite 19, 225 Main Street  
Destin, Florida 32541

Until shares of stock in this Corporation have been issued, the incorporator shall have the power to adopt, amend, or repeal a corporate seal and a form for stock certificates, and to authorize the officers appointed herein to receive subscriptions for stock and to issue stock pursuant to such subscriptions and as provided for in these Articles. Subsequent to the initial issuance of shares of stock in this Corporation,

such power shall be held and exercised by the shareholders as provided elsewhere herein, or as specified in the By-laws.

## **ARTICLE XII - OFFICERS**

The initial officers of the Corporation and the names of the persons initially holding office are set forth below:

Robert W. Peobles  
Bill W. Peobles, Jr.

President, Treasurer  
Vice President, Secretary

Upon adoption of By-laws, all corporate officers, manner of election, manner of removal and of filling vacancies, and terms of office shall be as prescribed in said By-laws. Prior to the adoption of By-laws, corporate offices may be created, abolished or merged, and officers may be removed and vacancies in offices filled by unanimous vote of the shareholders.

## **ARTICLE XIII - BY-LAWS**

The power to adopt, alter, amend or repeal By-laws shall be vested in the shareholders.

## **ARTICLE XIV - INDEMNIFICATION**

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

## **ARTICLE XV - AMENDMENT**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation.

## **ARTICLE XVI - TAX ARTICLE**

It is the intention of this Charter that the incorporator shall sell the capital stock of this Corporation in accordance with the conditions of Sections 1242 - 1244, inclusive, of the Internal Revenue Code. Further, the shareholders of the Corporation are hereby authorized, by appropriate resolution, to elect to have the Corporation file its income tax returns pursuant to the provisions of Subchapter "S" of the Internal Revenue Code, but such election is not hereby made.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 20<sup>th</sup> day of January, 1995.

Robert W. Peebles

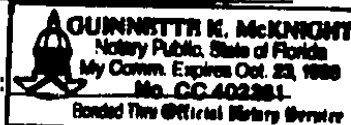
Robert W. Peebles  
Post Office Box 5764  
Destin, Florida 32540

STATE OF FLORIDA

COUNTY OF OKALOOSA

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared ROBERT W. PEEBLES, personally known to me or who produced \_\_\_\_\_ as identification, and he acknowledged before me that he executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 20<sup>th</sup> day of January, 1995.

Guinneth E. McKnight  
Name:  
Notary Public  
My Comm. Exp.:  


ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned, pursuant to F.S. 607.0501, states that the undersigned is familiar with the obligation, and hereby accepts appointment as such Registered Agent and the obligations of that position.

Robert W. Peebles

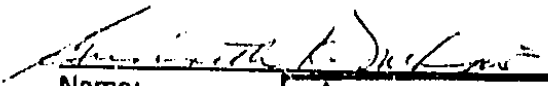
Robert W. Peebles  
Suite 19, 225 Main Street  
Destin, Florida 32540

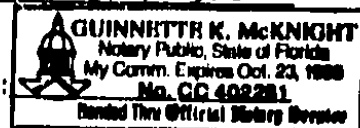


STATE OF FLORIDA

COUNTY OF OKALOOSA

Subscribed and sworn to before me this 20<sup>th</sup> day of January, 1995, by ROBERT W. PEEBLES, who is personally known to me, or who presented \_\_\_\_\_ as identification.

  
Name:  
Notary Public  
My Comm. Exp.:



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