

TRANSMITTAL SET
P960000007489

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: CAPITAL CHOICE FINANCIAL SERVICES, INC.
(Proposed corporate name)

RECEIVED
DIVISION OF CORPORATIONS
JUN 24 1996
TALLAHASSEE, FL 32314

Enclosed is an original and one (1) copy of the articles of incorporation and a check for
\$ 122.50.

FROM:

RICHARD KINNARD

Name (printed or typed)

401 ST. FRANCIS STREET

Address

TALLAHASSEE, FL 32301

City, State, & Zip

(904)561-0072

Telephone Number

FILED
96 JUN 24 PM 2:26
TALLAHASSEE, FL 32314

Note: Please provide the original and one copy of the articles.

JR
1/24/96

ARTICLES OF INCORPORATION OF

CAPITAL CHOICE FINANCIAL SERVICES, INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

CAPITAL CHOICE FINANCIAL SERVICES, INC.

FILED
96 JUN 24 PM 2:26
TALLAHASSEE, FL

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

401 ST. FRANCIS STREET
TALLAHASSEE, FL 32301

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1,000,000 @ \$1.00 par value

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

RICHARD L. KINNARD, CHAIRMAN/CEO
401 ST. FRANCIS STREET
TALLAHASSEE, FL 32301

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

RICHARD L. KINNARD, CHAIRMAN
401 ST. FRANCIS STREET
TALLAHASSEE, FL 32301

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

_____ 24th day of _____ January _____, 19 96 .

Richard L. Kinnard
Signature

Signature

Signature

**Articles of Incorporation
Filing Fee - \$35**

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: CAPITAL CHOICE FINANCIAL SERVICES, INC.

2. The name and address of the registered agent and office is:

RICHARD L. KINNARD, CHAIRMAN/CEO

(Name)

401 ST. FRANCIS STREET
(P.O. Box ~~not~~ acceptable)

TALLAHASSEE, FL 32301
(City/State/Zip)

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06 JAN 24 PM 2:26
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Richard L. Kinnard
(Signature)

P96000007489

Requestor's Name
Address
City/State/Zip Phone #

900002071579--4
-01/28/97--01187--013
*****82.50 *****82.50
Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

900002071579--4
-01/28/97--01187--014
*****5.00 *****5.00

1. Capital Choice Financial (Corporation Name) (Document #)
2. (Corporation Name) (Document #)
3. (Corporation Name) (Document #)
4. (Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
97 JAN 17 PM 4:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Date of a document
1-21-97

Amendment
1-21-97
Ready when
1-21-97
681-6710

Examiner's Initials

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

CAPITAL CHOICE FINANCIAL SERVICES, INC.

FILED
91 JAN 17 PM 4:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

A new Article VI is added as follows:

" ARTICLE VI. SPECIAL VOTING REQUIREMENTS

In addition to all other approvals of the directors and stockholders of the corporation which may be required by the articles of incorporation or bylaws of the corporation or applicable law, so long as any of the \$ 1,250,000 13% Senior Secured Notes Due December 31, 2001 of the corporation (issued pursuant to the Note Agreement between the corporation and Old Fort Insurance Company, Ltd., dated as of December 1, 1996) remain outstanding (the " Notes"), the corporation shall not amend or restate the articles of incorporation or Sections 13 and 14 of Article III of the bylaws of the corporation, in each case in any material respect, without first obtaining the affirmative vote of the holders of not less than 66 2/3% in aggregate principal amount of the Notes then outstanding."

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption:

January 16, 1997

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups.
The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):
- "The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
 voting group
- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

f Signed this day 16 of JANUARY, 19 97

x Signature Richard L. Kinnard
 (By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

RICHARD L. KINNARD
 Typed or printed name

PRESIDENT
 Title

P96000007489

Requestor's Name
Blake, Richard & Merion, P.A.
2041 S. Monroe St.
Address
Tallahassee, FL 32301 681-6710
City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

000002095070--5
-02/24/97--01019--001
*****35.00 *****35.00

1. Capital Choice Financial Services, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☒ Pick up time ASAP
☐ Mail out ☐ Will wait ☐ Photocopy

~~Examine Copy~~
~~Examine of Name~~

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
97 FEB 24 11:29
RECEIVED
96 FEB 24 11:52

Call when ready
681-6710
John Ayer

N. HENDRICKS

FEB 24 1997
Examiner's Initials

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

CAPITAL CHOICE FINANCIAL SERVICES, INC.

(FURNISH)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

Articles II, III and VI are deleted in their entirety and the material on Exhibit "A," attached hereto, is substituted therefor.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: 2/19/97

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97 FEB 24 AM 11:29
TALLAHASSEE, FLORIDA

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups.
The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):
- "The number of votes cast for the amendment(s) was/were sufficient for approval by _____,"
voting group
- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

X Signed this day 19 of FEBRUARY, 19 97 X

X Signature Richard G. Kinnard X
(By the Chairman or Vice Chairman of the Board of Directors, President, or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Typed or printed name

Title

EXHIBIT "A"

AMENDMENTS TO ARTICLES OF INCORPORATION OF CAPITAL CHOICE
FINANCIAL SERVICES, INC.

"ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

330 N. Broad St., Ste. F
Thomasville, GA 31792"

"ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1,000,000 common @ \$1.00 par value."

"ARTICLE VI SPECIAL VOTING REQUIREMENTS

(a) In addition to all other approvals of the directors and stockholders of the corporation which may be required by the articles of incorporation or bylaws of the corporation or applicable law, so long as any of the \$ 1,250,000 13% Senior Secured Notes Due December 31, 2001 of the corporation (issued pursuant to the Note Agreement between the corporation and Old Fort Insurance Company, Ltd., dated as of February 1, 1997) remain outstanding (the " Notes"), the corporation shall not amend or restate the articles of incorporation or Section 13 or 14 of Article III of the bylaws of the corporation, in each case, in any material respect (including without limitation, any Material Amendment described in Article VI(c) hereof), without first obtaining the affirmative vote of the holders of not less than 66-2/3% in aggregate principal amount of the Notes then outstanding.

(b) In addition to all other approvals of the directors and stockholders of the corporation which may be required by the articles of incorporation or bylaws of the corporation or applicable law during the period after the Notes shall have been paid in full and prior to the date the shares of the corporation shall have been the subject of an Initial Public Offering (as hereinafter defined), the corporation shall not (i) make any Material Amendment to the articles of incorporation or the bylaws of the corporation or (ii) amend or restate Section 13(b) or 14 of Article III of the bylaws of the corporation, in any material respect, without, in each case, first obtaining the affirmative vote of the holders of not less than 90% of the then outstanding common stock of the corporation. " Initial Public Offering" shall mean the filing of a registration statement for the first issuance of shares of common stock by the corporation pursuant to a public distribution with the Securities and Exchange Commission or any other Federal agency at the time administering the Securities Act of 1933, or any similar federal statute, and the rules and regulations of the Commission thereunder, all as the same shall be in effect at the time.

(c) "Material Amendment" shall mean any amendment, modification or restatement of the articles of incorporation or the bylaws which (i) authorize or result in any class of capital stock being outstanding other than the class of capital stock authorized on February 19, 1997; (ii) would result in any increase or decrease in the number of authorized shares of stock of the corporation or any variation or alteration in the terms, par value or the rights of shares of any class or type of stock or the creation of any new class of stock; or (iii) any amendment, restatement or modification of this Article VI. "

John Dickson
Bank, Rydberg + Menon, P.A.
 Requestor's Name
204 S. Monroe St.
 Address
Tallahassee, FL 32301 681-6710
 City/State/Zip Phone #

P96000007489

SECRET
 03/04/97-01005-015
 *****07.50 *****07.50
 Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. *Capital Choice Financial Services*
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

☐ Walk in ☒ Pick up time *4:00* ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment <i>Articles</i>
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Call when ready

N. HENDRICKS MAR - 5 1997

Examiner's Initials	
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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

CAPITAL CHOICE FINANCIAL SERVICES, INC.

(General Law)

Pursuant to the provisions of section 607.1004, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE III is deleted in its entirety and the following substituted therefor:

" ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1,000,000 common, no par value. "

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: March 3, 1997

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups.
The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):
- "The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
 voting group
- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

X Signed this day 3rd of March, 19 97

X Signature Richard L. Kinnard
 (By the Chairman or Vice Chairman of the Board of Directors, President, or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

 Typed or printed name

 Title