

TRANSMITTAL LETTER

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

P960000035289

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-04/22/96--01012--001
***122.50 ***122.50

SUBJECT: IMB Financial, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☒ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM: Michael D. Edmonds
Name (printed or typed)
1755 SW ST. Andrews Drive
Address
Palm City, Florida 34990
City, State & Zip
407-221-8887
Daytime Telephone number

FILED
95 APR 19 PM 4:01
TALLAHASSEE, FLORIDA
STATE

APR 23 1996 B2B

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

ARTICLES OF INCORPORATION
OF

IMB Financial, Inc.

FILED
76 APR 19 PM 4:01
TALLAHASSEE, FLORIDA

Article I

Name

The name of the corporation is IMB Financial, Inc. and is filed pursuant to provisions of Section 607.0401 of Florida Statutes.

Article II

Duration

This corporation shall have a perpetual existence.

Article III

Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

Article IV

Address

The principal place of business of this corporation shall be:

819 S. Federal Highway
Suite 204
Stuart, Florida 34994

The mailing address of this corporation shall be:

819 S. Federal Highway
Suite 204
Stuart, Florida 34994

Article V

Capital Stock

This corporation is authorized to issue 11,000 shares of capital stock consisting of 10,000 shares of common stock, \$.01 par value per share (the "Common Stock"), and 1,000 shares of preferred stock, \$.01 par value per share (the "Preferred Stock").

Shares of Preferred Stock may be issued by the corporation from time to time in one or more series, with such designations, powers, privileges, preferences and relative, participating, optional or other rights, if any, permitted by law and as the Board of Directors shall from time to time provide for and fix by resolution or resolutions. Each such class or series of Preferred Stock shall have such voting powers, full or limited, or no voting powers, and such preferences and relative, participating, optional and other special rights and such qualifications, limitations or restrictions thereof, as shall be stated in such resolution or resolutions providing for the issue of such class or series of Preferred Stock as may be adopted from time to time by the Board of Directors prior to the issuance of any shares thereof pursuant to the authority hereby expressly vested in it, all in accordance with the laws of the State of Florida.

No holders of shares of the corporation of any class, now and hereafter authorized, shall have any preferential or preemptive rights to subscribe for, purchase or receive any shares of the corporation of any class, now or hereafter authorized, or any

options or warrants for such shares, or any rights to subscribe for, purchase or receive any securities convertible to or exchangeable for shares, which may at any time be issued, sold or offered for sale by the corporation, except in the case of any shares of Preferred Stock to which such rights are specifically granted by any resolution or resolutions of the Board of Directors adopted pursuant to this Article IV or in the case of an agreement authorized by the Board of Directors specifically granting such rights to a holder of shares of the corporation.

Article VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 819 S. Federal Highway, Suite 204, Stuart, Florida 34994, and the name of the initial registered agent of this corporation at the address is Michael D. Edmonds. Pursuant to Florida Statute 607.0501(3), a written acceptance is attached.

Article VII

Incorporator

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

Michael D. Edmonds

819 S. Federal Highway, Suite 204
Stuart, Florida 34994

Article VIII

Powers

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

Article IX

Indemnification

This corporation shall indemnify unless prohibited by law, provided the person proposed to be indemnified is not shown to have not satisfied the requisite standard of conduct for permissive indemnification by a corporation as specifically set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850(1) and (2) of the Florida Statutes), as may be amended from time to time, this corporation shall indemnify its officers and directors, and may indemnify its employees and agents, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or other agent. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The indemnification provided

heroin shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, the personal and other legal representatives of such person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

Article X

Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

Article XI

Bylaws

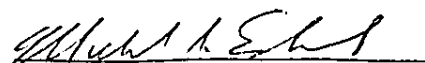
The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.

Article XII

Beginning of Corporate Existence

The date when corporate existence shall begin shall be the date these Articles are executed by the incorporator.

DATED: 4/15/96



Michael D. Edmonds

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for INB Financial, Inc. a Florida corporation (the "Corporation"), in the foregoing Articles of Incorporation, I, on behalf of the Corporation, hereby state I am familiar with and agree to accept the duties and responsibilities as registered agent for said Corporation and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of registered agent.

DATED 4/15/96

REGISTERED AGENT:

By: Michael D. Edmonds
Michael D. Edmonds

FILED
96 APR 19 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA