

P960000081907

September 16, 1996

RECEIVED
9-16-96

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

600001352966
-09/20/96--01065--002
***122.50 ***122.50

Re: UNION CAPITAL BANCSHARES CORP.

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the costs of filing fees, certified copy of Articles of Incorporation, and fee for Registered Agent Designation for the above named corporation.

Sincerely,

Al Crumbley
9108 US Highway 19
Port Richey, FL 34668

FILED
56 SEP 20 PM 1:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AL _____ GAVE
NOTIFICATION BY PHONE TO
CORRECT R.A. address _____
DATE 10/3/96 _____
BY _____

W96-19928

OCT 3 1996

*UNION CAPITAL CORP.
905 M. L. King Drive
Suite 650
Tarpon Springs, Florida 34689*

October 1, 1996

Ms. Neysa Culligan
Division of Corporations
409 East Gaines
Tallahassee, Florida 32399

Dear Ms. Culligan,

Per our conversation today, please find enclosed the revised Articles of Incorporation for Union Capital Corp.

Your immediate attention to this matter is greatly appreciated.

Sincerely,

Allen Crumbley
President

AC/wo

enclosure



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 20, 1996

AL CRUMBLEY
9108 US HIGHWAY 19
PORT RICHEY, FL 34668

SUBJECT: UNION CAPITAL BANCSHARES CORP.
Ref. Number: W96000019928

We have received your document for UNION CAPITAL BANCSHARES CORP. 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) 488-1111.

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) 487-6067.

Neysa Culligan
Document Specialist

Letter Number: 796A00043621

9-16-96

ARTICLES OF INCORPORATION
OF
UNION CAPITAL CORP.

The undersigned subscriber to the Articles of Incorporation, a natural person competent to contract, hereby forms a for profit corporation under the laws of the State of Florida.

ARTICLE ONE

NAME

The name of the Corporation is:

UNION CAPITAL CORP.

ARTICLE TWO

DURATION

This corporation shall have perpetual existence, commencing on September 16, 1996.

ARTICLE THREE

PURPOSE AND POWERS

This corporation is organized for the following purposes and shall have all the rights and powers now or hereafter conferred on corporations by the laws of the State of Florida:

(a) To engage in any lawful activity, including, but not limited to buying, selling, originating, and servicing mortgage loans.

(b) To own property, enter into contracts, and to carry on any business necessary or incidental to the accomplishment or furtherance of the purpose or objects of this corporation.

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96 SEP 20 PM 1:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE FOUR

CAPITAL STOCK

This corporation is authorized to issue 1,000,000 shares of \$1.00 par value common stock.

ARTICLE FIVE

REGISTERED OFFICE

The street address of the initial office of this corporation is 905 M.L. King Dr., Suite 650, Tarpon Springs, FL 34689.

This address is the initial principal office address and the initial mailing address of the corporation.

ARTICLE SIX

REGISTERED AGENT

The name and street address of the initial registered agent of this corporation is Al Crumbley, 9108 US Highway 19, Port Richey, Florida 34668.

ARTICLE SEVEN

DIRECTORS

This corporation shall have one (1) director initially. The number of directors may either be increased or diminished from time to time by the by-laws but shall never be less than one. The name and address of the initial director of this corporation is:

Al Crumbley
9108 US Highway 19
Port Richey, FL 34668

ARTICLE EIGHT

INCORPORATOR

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

Al Crumbley, 9108 US Highway 19, Port Richey, FL.
34668.

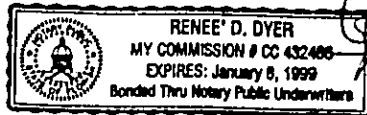
IN WITNESS WHEREOF the undersigned has executed these
Articles of Incorporation on September, 17, 1996.

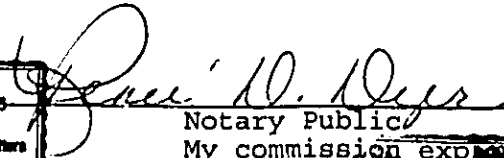

Al Crumbley

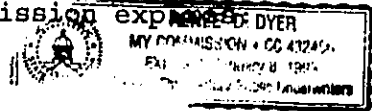
STATE OF FLORIDA
COUNTY OF Pasco

I HEREBY CERTIFY that before me, the undersigned officer,
personally appeared Al Crumbley, who provided the following
identification: N/A, to
me well known and known to me to be the person described in and who
executed the foregoing Articles of Incorporation and he executed
same freely and voluntarily for the purposes and uses therein
expressed.

WITNESS my hand and official seal this 17 day of
September, 1996.





Notary Public
My commission expires



ACCEPTANCE OF REGISTERED AGENT

I HEREBY AGREE to act in the capacity of Registered Agent and
agree to comply with the provision of F.S. 48.091 relative to
keeping my office open for the acceptance of service.


Al Crumbley

FILED
96 SEP 20 PM 1:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96000081907

UNION CAPITAL CORP.
905 E. M. L. KING DRIVE
SIXTH FLOOR
TARPON SPRINGS, FLORIDA 34689

OCTOBER 24, 1996

MR. STEVE HARRIS
FLORIDA DEPARTMENT OF STATE
AMENDMENT SECTION
409 EAST GAINES STREET
TALLAHASSEE, FLORIDA 32399

FILED
96 OCT 29 PM 3:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SH 10/29

RE: AMENDMENT TO ARTICLES OF INCORPORATION

DEAR MR. HARRIS,

ENCLOSED, PLEASE FIND THE ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF UNION CAPITAL CORP. ADDITIONALLY, PLEASE FIND THE LETTER REQUIRED FROM THE OFFICE OF COMPTROLLER AUTHORIZING THE NAME UNION BANCSHARES MORTGAGE CORP., AND A CHECK IN THE AMOUNT OF \$96.25 FOR FEES REQUIRED FOR FILING THE ARTICLES OF AMENDMENT, ONE CERTIFIED COPY OF THE AMENDMENT, AND CERTIFICATE OF STATUS.

THANK YOU IN ADVANCE FOR YOUR IMMEDIATE ATTENTION TO THIS MATTER.

SINCERELY,


WILLIAM O'DONNELL
EXECUTIVE VICE PRESIDENT

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-10/30/96--01116--021
*****96.25 *****96.25

ENCLOSURES

~~W/O 8-28-95~~



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 25, 1996

William O'Donnell
Union Capital Corp.
905 E. M.L. King Dr., 6th Floor
Tarpon Springs, FL 34689

SUBJECT: UNION CAPITAL CORP.
Ref. Number: P96000081907

We have received your document for UNION CAPITAL CORP. and check(s) totaling \$96.25. However, your check(s) and document are being returned for the following:

Please provide an original signature on the amendment. We cannot accept a photocopy.

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) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 096A00049477



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

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

October 23, 1996

Mr. Allen Crumbley
President
Union Capital Corp.
905 E. M.L. King Drive
Suite 650
Tarpon Springs, FL 34689

Dear Mr. Crumbley:

Re: "Union Bancshares Mortgage Corp."

Thank you for your recent letter/fax requesting approval for use of the above-referenced name. It is the opinion of this Department that your name is definitive enough to differentiate the business being conducted from that of a commercial bank or trust company. Therefore, the Department does not object to your use of the above-referenced name being registered to conduct business in the State of Florida.

Sincerely,

Wm. Douglas Johnson
Assistant Director
Division of Banking
101 East Gaines Street
Suite 636, The Fletcher Building
Tallahassee, FL 32399-0350
(904) 488-1111

:kr

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

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

union capital corp.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit 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)*

That the Board of Directors held a meeting on October 24, 1996 and resolved that Union Capital Corp., name is to be changed to Union Bancshares Mortgage Corp.

FILED
96 OCT 29 PM 3:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

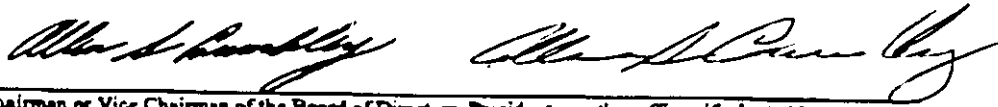
THIRD: The date of each amendment's adoption: October 24, 1996

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 Unanimous 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.

Signed this 24th day of October, 19 96

Signature 

(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)

Allen S. Crumbley

Typed or printed name

President

Title