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CLERK OF STATE
TALLAHASSEE, FLORIDA

C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, Florida 32301

City State Zip Phone
904-222-1092

CORPORATION(S) NAME

200001988662
10/09/96--01094--011
***131.25 ***131.25

Metro Bank Financial Services, Inc.

☒ Profit - Articles

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☐ Merger

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Annual Report

☐ Reservation

☐ Other

☐ Change of R.A.

☐ Fictitious Name

☒ Certified Copy

☐ Photo Copies

☒ CUS/ G/S

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Call if Problem

☐ Will Wait

☐ After 4:30

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10/9/96

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CLERK OF CORPORATION

CR2E031 (1-89)

10 OCT 9 1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 4, 1996

POWELL, GOLDSTEIN, FRAZER & MURPHY
191 PEACHTREE STREET NE
SIXTEENTH FLOOR
ATLANTA, GA 30303

The name METRO BANK FINANCIAL SERVICES, INC. has been reserved for 120 days beginning September 4, 1996. The reservation number is R96000004214 and this reservation is **NONRENEWABLE**.

The entity name must be approved by the DEPARTMENT OF BANKING AND FINANCE, pursuant to section 655.922, Florida Statutes, before the Articles of Incorporation may be filed in this office. A letter indicating their approval must accompany the Articles of Incorporation when they are submitted to this office. You may contact the Department of Banking and Finance at the following address: Division of Banking, The Capitol, Suite 1401, Tallahassee, FL 32399-0350, (904) 488-1111.

A reservation is not a grant of authority to use the name. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Judy Eure

Letter number: 696A00041436

[Faint, illegible text]

WE HEREBY RELEASE THE NAME METRO BANK FINANCIAL SERVICES, INC. TO
CT CORPORATION SYSTEM.

POWELL, GOLDSTEIN, FRAZER & MURPHY

BY: Lynn M. Sumlin

Lynn M. Sumlin

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

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

WGM / XI
LMS-
RL

September 5, 1996

Lynn M. Sumlin
Attorney at Law
Powell, Goldstein, Frazer & Murphy
191 Peachtree Street, NE
Sixteenth Floor
Atlanta, GA 30303

Dear Ms. Sumlin:

Re: "Metro Bank Financial Services, Inc."

Reference is made to your letter/fax dated September 4, 1996, requesting approval of the above-referenced corporate name which will be a one bank holding company for Metro Bank of Dade County, Coral Gables, Florida.

As Section 655.922(2)(a), Florida Statutes, exempts a financial institution, holding company or its subsidiaries from the prohibition against using the word "bank", "banker", "banking", "trust company", "savings and loan association", "savings bank", or "credit union" in its corporate name, the Division of Banking will not object to the above-subject corporate name being registered to do business in the State of Florida.

Sincerely,

Wm. Douglas Johnson
Assistant Director
Division of Banking
101 E. Gaines Street - Suite 636
The Fletcher Building
Tallahassee, FL 32399-0350
(904) 488-1111
Fax # (904) 921-2365

:kr

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

TRANSMITTAL LETTER

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

SUBJECT: Metro Bank Financial Services
(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: Lynn M. Sumlin, Esq.
Name (printed or typed)

Powell, Goldstein, Frazer & Murphy
Address
Sixteenth Floor, 191 Peachtree Street, N.E.
Atlanta, Georgia 30303
City, State & Zip

(404) 572-4514

Daytime Telephone number

Also attached is a copy of a letter dated September 5, 1996 from Department of Banking and Finance approving use of "Metro Bank Financial Services, Inc."

22512029 W31

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

METRO BANK FINANCIAL SERVICES, INC.
ARTICLES OF INCORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article 1. Name

The name of the Corporation is: METRO BANK FINANCIAL SERVICES, INC.

Article 2. State of Organization

The Corporation is organized pursuant to the provisions of the Florida Business Corporation Act.

Article 3. Capital Stock

(a) The Corporation shall have the authority to issue ten million (10,000,000) shares of common stock (the "Common Stock"), \$3.20 par value.

Article 4. Registered Office; Registered Agent

The initial registered office of the Corporation shall be at 1390 S. Dixie Highway, Coral Gables, Florida 33146. The initial registered agent of the Corporation at such address shall be Daniel C. Eggland.

Article 5. Incorporator

The name and address of the incorporator is:

Daniel C. Eggland
c/o Metro Bank of Dade County
1390 S. Dixie Highway
Coral Gables, Florida 33146

Article 6. Principal Office

The mailing address of the initial principal office of the Corporation is 1390 S. Dixie Highway, Coral Gables, Florida 33146.

Article 7. Liability of Directors

(a) A director is not personally liable for monetary damages to the Corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, by a director, unless:

(i) The director breached or failed to perform his duties as a director;
and

(ii) The director's breach of, or failure to perform, those duties constitutes:

(1) A violation of the criminal law, unless the director had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful. A judgment or other final adjudication against a director in any criminal proceeding for a violation of the criminal law estops that director from contesting the fact that his breach, or failure to perform, constitutes a violation of the criminal law; but does not estop the director from establishing that he had reasonable cause to believe that his conduct was lawful or had no reasonable cause to believe that his conduct was unlawful;

(2) A transaction from which the director derived an improper personal benefit, either directly or indirectly;

(3) A circumstance under which the liability provisions of Section 607.0834 of the Florida Business Corporation Act are applicable;

(4) In a proceeding by or in the right of the Corporation to procure a judgment in its favor or by or in the right of a shareholder, conscious disregard for the best interest of the Corporation, or willful misconduct; or

(5) In a proceeding by or in the right of someone other than the Corporation or a shareholder, recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property.

(b) Any repeal or modification of this Article by the shareholders of the Corporation shall be prospective only and shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

Article 8. Indemnification

(a) The Corporation shall indemnify its officers and directors and advance or reimburse expenses incurred to the fullest extent permitted under the Florida Business Corporation Act. The Corporation may indemnify employees or agents of the Corporation as permitted under the Florida Business Corporation Act. Such indemnification and advancement or reimbursement of expenses shall not be deemed exclusive of any additional indemnification that the Board of Directors may deem

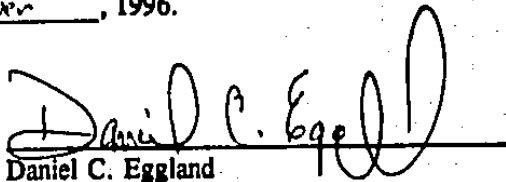
advisable or of any rights to which those indemnified may otherwise be entitled. The Board of Directors of the Corporation may determine from time to time whether and to what extent to maintain insurance providing indemnification for officers and directors and such insurance need not be limited to the Corporation's power of indemnification under the Florida Business Corporation Act.

(b) Any repeal or modification of this Article by the shareholders of the Corporation shall be prospective only and shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

Article 9. Savings Clause

Should any provision of these Articles of Incorporation, or any clause hereof, be held to be invalid, illegal or unenforceable, in whole or in part, the remaining provisions and clauses of these Articles of Incorporation shall remain valid and fully enforceable.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 1 day of October, 1996.


Daniel C. Egglund
Incorporator

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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: Metro Bank Financial Services, Inc.

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

Daniel C. Egglund

(NAME)

1390 South Dixie Highway
c/o Metro Bank of Dade County

(P.O. Box or Mail Drop Box ~~NOT~~ ACCEPTABLE)

Coral Gables, Florida 33146

(CITY/STATE/ZIP)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

Daniel C. Egglund
(SIGNATURE)

10-7-96
(DATE)