

P96 0000 88356

**CAPITAL CONNECTION, INC.**

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870  
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
 TOLL FREE No. 1-800-342-8062  
 FAX (904) 222-1222

NAME \_\_\_\_\_  
 FIRM \_\_\_\_\_  
 ADDRESS \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
 One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matlor No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

RE: Oceanside Building, Inc.  
A Florida Corporation

☒ Capital Express™  
☒ Art. of Inc. File  
 Corp. Record Search  
 Ltd. Partnership File  
☒ Foreign Corp. File  
☒ (Cert. Copy(s))

Art. of Amend. File  
 Dissolution/Withdrawal  
 C U S. \_\_\_\_\_  
 Fictitious Name File

Name Reservation  
 Annual Report/Reinstatement  
 Reg. Agent Service  
 Document Filing

Corporate Kit  
 Vehicle Search  
 Driving Record  
 Document Retrieval

UCC 1 or 3 File  
 UCC 11 Search  
 UCC 11 Retrieval  
 File No.'s, Copies  
 Courier Service  
 Shipping/Handling  
 Phone ( )  
 Top Priority  
 Express Mail Prop.  
 FAX ( ) pgs.

FILED  
 28 OCT 28 PM 3:20  
 TALLAHASSEE FLORIDA

400001986964--7  
 -10/28/96--01038--016  
 \*\*\*\*\*70.00 \*\*\*\*\*70.00

**SUBTOTALS**

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____
.....	\$ _____

Please remit invoice number with payment  
 TERMS: NET 10 DAYS FROM INVOICE DATE  
 1 1/2% per month on Past Due Amounts  
 Past 30 Days, 18% per Annum.

THANK YOU  
 from  
 Your Capital Connection

P. CHANDLER OCT 28 1996

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	_____	_____	_____
TIME	_____	_____	CK No. _____
BY	<u>APK</u>	_____	_____

WALK-IN  
 Will Pick Up 10-28 11:00

ARTICLES OF INCORPORATION

LOR

OCEANSIDE BUILDING, INC., a FLORIDA CORPORATION

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE ONE

The name of the corporation is OCEANSIDE BUILDING, INC., a FLORIDA CORPORATION

ARTICLE TWO

The duration of the corporation is perpetual.

ARTICLE THREE

The general purposes for which the corporation is organized are:

1. To engage in the business of holding and investing in real estate and to transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act.

2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FOUR

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than twenty-five (25) persons. Stock will be issued and transferred only to: (1) natural persons, (2) estates, or (3) a trust as described in Title 26, United States Code, Section 1371 defining a qualified "small business corporation". In addition, no stock shall be issued or transferred to a non-resident alien.

ARTICLE FIVE

The aggregate number of shares which the corporation is authorized to issue is one thousand (1000). Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) each. The shares of stock are to be issued as follows:

<u>NAME</u>	<u>SHARES</u>
M. Michael Witherspoon	50
Barry W. Chandler	50
Frank J. Cervone	50
Jimmy D. Dubberly	50
Robert W. Gray	50
Donald F. Glisson, Jr.	50
Willard B., Nicholson, Jr.	50
G. Keith Watson	50
Conrad L. Williams	50
Dennis M. Wolfson	50

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CLERK OF STATE  
TALLAHASSEE, FLORIDA

#### ARTICLE SIX

The street address of the corporation is 1315 South Third Street, Jacksonville Beach, Florida 32250.

#### ARTICLE SEVEN

The number of directors constituting the initial board of directors of the corporation is ten (10).

The name, address and title of each person who is to serve as a member of the initial board of directors

are:

<u>NAME</u>	<u>ADDRESS</u>
M. Michael Witherspoon Director	1863 Blue Heron Lane Jacksonville Beach, FL 32250
Barry W. Chandler Director	1022 Seawood Drive Neptune Beach, Florida 32266
Frank J. Cervone Director	474 Jacksonville Drive Jacksonville Beach, FL 32250
Jimmy D. Dubberly Director	401 S. Main Street Glennville, GA 30427
Robert W. Gray Director	2440 Mayport Road Atlantic Beach, Florida 32233
Donald F. Glisson, Jr. Director	13535 Beach Boulevard Jacksonville, Florida 32246
Willard B., Nicholson, Jr. Director	315 11th Avenue N. Jacksonville Beach, FL 32250
G. Keith Watson Director	208 Ponte Vedra Park Drive, Suite 101 Ponte Vedra Beach, Florida 32082
Conrad L. Williams Director	314 12th Street Atlantic Beach, Florida 32233
Dennis M. Wolfson Director	7829 Bayberry Road Jacksonville, Florida 32256

#### ARTICLE EIGHT

The name and address of each officer are:

<u>NAME</u>	<u>ADDRESS</u>
M. Michael Witherspoon Chairman & Chief Executive Officer	1863 Blue Heron Lane Jacksonville Bch, FL 32250
Barry W. Chandler President, Chief Lending Officer, Secretary & Treasurer	1022 Seawood Drive Neptune Bch, Florida 32266

#### ARTICLE NINE

The name and address of each incorporator are:

<u>NAME</u>	<u>ADDRESS</u>
Barry W. Chandler President	1022 Seawood Drive Neptune Beach, Florida 32266

ARTICLE TEN

This corporation may be dissolved prior to the time fixed in these Articles of Incorporation by a 50% vote of the stockholders then holding voting capital stock at a meeting of the stockholders called for that purpose, in the manner, not inconsistent with Florida law, set forth in the bylaws, if any. In the event of such dissolution, the affairs of the corporation shall be wound up in the manner provided by the Florida General Corporation Act.

Executed by the undersigned at Jacksonville, Florida on this 25<sup>th</sup> day of October, 1996.

WITNESSES:

STATE OF FLORIDA  
COUNTY OF ST. JOHNS

INCORPORATOR:

OCEANSIDE BUILDING, INC., a FLORIDA CORPORATION

BY: Barry W. Chandler  
Its: President

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgements, personally appeared Barry W. Chandler, as President of OCEANSIDE BUILDING, INC., a FLORIDA CORPORATION, to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 5th day of April, 1996.

Elizabeth Williamson  
Notary Public, State of Florida  
My Commission Expires:  
SEAL

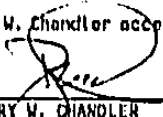


ELIZABETH WILLIAMSON  
Notary Public, State of Florida  
My Comm. Exp. Aug. 3, 1997  
Comm. No. CC 305264

INITIAL REGISTERED AGENT OF OCEANSIDE BUILDING, INC., a FLORIDA CORPORATION

The address of the initial registered agent of the corporation is 1022 Seawood Drive, Neptune Beach, Florida 32266, and the name of its initial registered agent at such address is Barry W. Chandler.

By his signature below, Barry W. Chandler accepts designation as registered agent of Oceanside Building, Inc., a Florida Corporation.

  
\_\_\_\_\_  
BARRY W. CHANDLER

FILED  
96 OCT 28 PM 3:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER  
Morgor Shoot

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MERGING:

OCEANSIDE BUILDING, INC., a Florida corporation (Document  
#P96000088556)

INTO

OCEANSIDE BANK, a Florida corporation, P97000027022

File date: September 25, 1997

Corporate Specialist: Louise Flemming-Jackson