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F. Palmer Williams, Esq.

Requestor's Name  
306 E. College Avenue

Address  
Tallahassee, FL 32301 904-222-5510  
City State Zip Phone

CORPORATION(S) NAME

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-11/01/96--01028--003  
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CU SHARED ATM SERVICES, INC.

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| <input type="checkbox"/> NonProfit           | <input type="checkbox"/> Foreign                | <input type="checkbox"/> Mark           |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Other          |
| <input type="checkbox"/> Reinstatement       | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Reservation         | <input type="checkbox"/> Certified Copy         | <input type="checkbox"/> CUS            |
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ALABAMA, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
CU SHARED ATM SERVICES, INC.**

The undersigned incorporator to these Articles of Incorporation, a credit union competent to contract, hereby forms a corporation under the Laws of the State of Florida.

**ARTICLE I  
NAME**

The name of this Corporation is CU SHARED ATM SERVICES, INC.  
(the "Corporation").

**ARTICLE II  
PURPOSE OF BUSINESS**

The Corporation is an organization which is referred to as a CUSO (Credit Union Service Organization). Its purpose is primarily to provide ATM services to credit unions, including owning ATM machines, and to serve and assist credit unions, organizations of credit unions and members of credit unions, as consumers. The CUSO is not a credit union.

**ARTICLE III  
NATURE OF BUSINESS**

The general nature of the business to be transacted by the Corporation is:

To own and maintain ATM machines to serve credit unions, credit union operations and organizations of credit unions and their members; to manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods,

wares, merchandise, real and personal property, and services, of every class, kind and description.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers or corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

#### **ARTICLE IV CAPITAL STOCK**

The aggregate number of shares which the Corporation shall have authority to issue is 50,000 with a par value of \$.10 per share. Only credit unions organized under the laws of any state of

the United States of America or under a federal charter of the United States of America or a credit union service organization (CUSO) shall own stock in the corporation.

#### **ARTICLE V PREEMPTIVE RIGHTS**

Each shareholder of the Corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in the Corporation that may be from time to time issued (whether or not currently authorized), including shares from the treasury of the Corporation, in the ratio that the number of shares held by such shareholder at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares.

This right may be deemed as waived by any shareholder who, having received written notice thereof and an invitation to preempt, does not exercise such right and pay for the shares preempted within thirty days of receipt of such written notice. This right may also be waived by an affirmative written waiver submitted by the shareholder to the Corporation within such thirty-day time frame.

#### **ARTICLE VI CAPITALIZATION**

The amount of capital with which the Corporation will begin business is \$500.00.

**ARTICLE VII  
TERM OF EXISTENCE**

The Corporation shall exist in perpetuity.

**ARTICLE VIII  
ADDRESS OF PRINCIPAL OFFICE,  
ADDRESS OF INITIAL REGISTERED OFFICE  
AND NAME OF REGISTERED AGENT**

The street address of the principal office of the Corporation is 3695 N. "L" Street, Pensacola, FL 32505. The Board of Directors may from time to time move the registered office to any other address in Florida. The initial registered agent of the Corporation is Patricia L. Wernicke, whose business address is 3695 N. "L" Street, Pensacola, FL 32505.

**ARTICLE IX  
DIRECTORS**

The Corporation shall have a minimum of seven (7) directors, initially. The number of directors may be increased or diminished from time to time, by By-Laws adopted by the stockholders.

**ARTICLE X  
INITIAL DIRECTORS**

The names and addresses of the members of the first Board of Directors are:

| <u>Name</u>          | <u>Address</u>                               |
|----------------------|--|
| Gary Bramlette       | 6200 North "W" Street<br>Pensacola, FL 32505 |
| Patricia L. Wernicke | 3695 N. "L" Street<br>Pensacola, FL 32505    |

| <u>Name</u>         | <u>Address</u>                               |
|---------------------|--|
| Lucy Hemming        | 108 South Reus Street<br>Pensacola, FL 32501 |
| Michael Speed       | 308 N. Spring Street<br>Pensacola, FL 32501  |
| Carlis W. Lowery    | 64 South Reus Street<br>Pensacola, FL 32501  |
| Evelyn Meharg-Brown | 480 Highway 29 South<br>Cantonment, FL 32533 |
| Phillip D. Pridgen  | 5909 Stewart Street<br>Milton, FL 32570      |
| H. Chris Brooks     | 220 E. Nine Mile Road<br>Pensacola, FL 32534 |

#### ARTICLE XI INCORPORATORS

The name and address of the incorporator to these Articles of Incorporation is:

| <u>Name</u>                               | <u>Address</u>                            |
|---|---|
| Escambia County Employees<br>Credit Union | 3695 N. "L" Street<br>Pensacola, FL 32505 |

#### ARTICLE XII AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a

written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ESCAMBIA COUNTY EMPLOYEES CREDIT  
UNION

By: *Patricia L. Wernicke*  
Patricia L. Wernicke  
(Its President/CEO)

STATE OF FLORIDA  
COUNTY OF ESCAMBIA.

The foregoing instrument was acknowledged before me this 29<sup>th</sup>  
day of October, 1996, by PATRICIA L. WERNICKE, as  
President/CEO of ESCAMBIA COUNTY EMPLOYEES CREDIT UNION, on behalf  
of the credit union. She is personally known to me, ~~or has produced~~  
~~as identification.~~

*Palmer Williams*  
Signature

PALMER WILLIAMS  
Print or type name

NOTARY PUBLIC

My Commission # \_\_\_\_\_


Expires: \_\_\_\_\_



PALMER WILLIAMS  
MY COMMISSION # 00400478 EXPIRES  
September 25, 1998  
BONDED THRU TROY FAIR INSURANCE, INC.

**ACCEPTANCE BY REGISTERED AGENT**

PATRICIA L. WERNICKE, having been named as the registered agent in the foregoing Articles of Incorporation of CU SHARED ATM SERVICES, INC., to accept service of process for the Corporation at 3695 N. "L" Street, Pensacola, FL 32505, hereby agrees to act as the registered agent and comply with the laws of the State of Florida relative to such position.

  
PATRICIA L. WERNICKE

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PENSACOLA, FLORIDA