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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

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FROM: CORPORATE CREATIONS INTERNATIONAL INC.  
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NAME: HERITAGE FINANCIAL CORPORATION  
AUDIT NUMBER.....H96000015814

EFFECTIVE DATE  
11/8/96

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SECTION 1

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## Articles of Incorporation of Heritage Financial Corporation

### Article I. Name

The name of this Florida not-for-profit corporation is Heritage Financial Corporation.

### Article II. Address

The mailing address of the Corporation is:

Heritage Financial Corporation  
6065 Roswell Road, Suite 2303  
Atlanta, GA 30328

### Article III. Purpose

The Corporation is organized to act as a holding company for tax exempt foundations and to engage in all other lawful acts or activities not for pecuniary profit for which Florida not-for-profit corporations may be organized.

### Article IV. Membership

All persons interested in the purposes of the Corporation are eligible for membership in the Corporation if they are capable of contributing to the achievement of those purposes and the effective operation of the Corporation, and if they comply with the requirements established from time to time in the Bylaws. Members shall have no voting rights or other rights except as provided in the Bylaws.

### Article V. Registered Agent

The name and address of the registered agent of the Corporation is:

Corporate Creations Enterprises, Inc.  
4521 PGA Boulevard, Suite 211  
Palm Beach Gardens, FL 33418

### Article VI. Limitations

No part of the net earnings of the Corporation shall inure to the benefit of (or be distributable to) its directors, officers, members or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of any of its purposes.

American Incorporators, Ltd.  
1220 North Market Street, Suite 606  
Wilmington, DE 19801  
(302) 421-5752

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Article VII. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than three directors. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but may never be less than three. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

Drew Piasecki  
Kenneth T. Miller  
Keith T. Miller

Article VIII. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.  
4521 PGA Boulevard  
Palm Beach Gardens, FL 33418

Article IX. Dissolution

Upon the dissolution or winding up of the Corporation, the assets remaining after payment (or provision for payment) of the Corporation's debts and liabilities shall be distributed to a not-for-profit fund, foundation or corporation that is organized and operated exclusively for charitable purposes and that has established its tax exempt status under Code Section 501(c)(3).

Article X. Corporate Existence

The corporate existence of the Corporation shall begin effective as of November 8, 1996.

The authorized representative of the incorporator executed these Articles of Incorporation on November 8, 1996.

Corporate Creations International Inc.

By:   
Luis A. Uriarte, Vice President

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

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STATE OF FLORIDA

**CORPORATION:**  
Heritage Financial Corporation

**REGISTERED AGENT:**  
Corporate Creations Enterprises, Inc.  
4521 PGA Boulevard, Suite 211  
Palm Beach Gardens, FL 33418

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

Corporate Creations Enterprises, Inc.

By:   
Luis A. Uriarte, Vice President

Date: November 8, 1996

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