

PHILIP KREUTZER, CPA, PA  
CERTIFIED PUBLIC ACCOUNTANT  
13554 BRISTLECONE CIRCLE  
ORLANDO, FLORIDA 32828

FILED  
96 NOV -5 PM 1:00  
TALLAHASSEE, FLORIDA  
TELEPHONE (907) 382-4267  
FAX (407) 382-6428

PHILIP KREUTZER, CPA, MBA

P 97 000001363

October 28, 1996

Ms. Sandra Mortham  
Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

600001996876--1  
-11/05/96--01177--019  
\*\*\*\*122.50 \*\*\*\*122.50

EFFECTIVE DATE  
11-1-96

Dear Ms. Mortham;

Enclosed please find a check for \$122.50 to cover the various fees and appropriate taxes for incorporating under the name BancWell, Inc.

Respectfully yours,

*Philip Kreutzer*

Philip Kreutzer, CPA  
13554 Bristlecone Circle  
Orlando, FL 32828

FILED  
96 NOV -5 PM 1:00  
TALLAHASSEE, FLORIDA

W46-23604  
511



**FLORIDA DEPARTMENT OF STATE**

**Sandra B. Mortham**  
Secretary of State

November 6, 1996

PHILIP KREUTZER CPA PA  
13554 RISTLECONE CIRCLE  
ORLANDO, FL 32828

SUBJECT: BANCWELL, INC.  
Ref. Number: W96000023604

FILED  
96 NOV -5 PM 1:00  
TALLAHASSEE, FLORIDA

We have received your document for BANCWELL, INC. 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) 487-6904.

Freida Chesser  
Corporate Specialist

Letter Number: 396A00050996



ROBERT F. MILLIGAN  
COMPTROLLER OF FLORIDA

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

December 30, 1996

Mr. Phillip Kreutzer, CPA  
13554 Bristlecone Circle  
Orlando, FL 32828

Dear Mr. Kreutzer:

Re: "BancWell, Inc."

On November 15, 1996, the Division of Banking received your request for clearance to use the above-mentioned corporate name. This request was noticed in the Florida Administrative Weekly beginning December 6, 1996, for 21 days until December 27, 1996 for public comment.

Section 655.922(2)(a), Florida Statutes, states in pertinent part as follows:

(2)(a) No person other than a financial institution shall, in this state:

(a) Transact business under any name or title that contains the words "bank," "banker," "banking," "trust company," "savings and loan association," "savings bank," or "credit union," or words of similar import, in any context or in any manner;

(b) Use any name, word, sign, symbol, or device in any context or in any manner; or

(c) Circulate or use any letterhead, billhead, circular paper, or writing of any kind or otherwise advertise or represent in any manner, which indicates or reasonably implies that the business being conducted or advertised is the kind or character of business transacted or conducted by a financial institution or which is likely to lead any person to believe that such business is that of a financial institution; however, the words "bank," "banker," "banking," "trust company," "savings and loan association," "savings bank," or "credit union," or the plural of any thereof, may be

December 30, 1996

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used by, and in the corporate or other name or title of, any company which is or becomes a financial institution holding company pursuant to federal law; any subsidiary of any such financial institution holding company which includes as a part of its name or title all or any part, or abbreviations, of the name or title of the financial institution holding company of which it is a subsidiary; any trade organization or association, whether or not incorporated, functioning for the purpose of promoting the interests of financial institutions or financial institution holding companies, the active members of which are financial institutions or financial institution holding companies; and any international development bank chartered pursuant to part II of chapter 663.

It is the opinion of this Department that your corporate name is definitive enough to differentiate the business being conducted from that of a financial institution, trust company or holding company. Therefore, the Department is able to grant your request for approval of the corporate name "BancWell, Inc.".

Sincerely,



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

:kr

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

ARTICLES OF INCORPORATION  
OF

BancWell, Inc.

The undersigned incorporators make, subscribe, acknowledge, and file with the Department of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit under the laws of the State of Florida.

EFFECTIVE DATE  
11-1-96

ARTICLE I: NAME

The name of this Corporation is BancWell, Inc., with a principal office and mailing address of 1284 Glencrest Drive, Heathrow, FL 32746.

ARTICLE II: TERMS OF EXISTENCE

This Corporation shall commence as of November 1, 1996 and shall have perpetual existence.

ARTICLE III: NATURE OF BUSINESS

This Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV: CAPITAL STRUCTURE

The total number of shares of capital stock authorized to be issued by the Corporation will be one thousand (1,000) shares of common stock of the same class, having a par value of no par per share. Each of the said shares of stock will entitle the holder thereof to one (1) vote at any meeting of the stockholders.

ARTICLE V: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this Corporation is 1284 Glencrest Drive, Heathrow, FL 32746; and the name of the initial registered agent of this Corporation at that address is Patricia Weller. The Board of Directors may, from time to time, move the principal office to any other address.

FILED  
96 NOV -5 PM 1:01  
TALLAHASSEE, FLORIDA

#### **ARTICLE VI: BOARD OF DIRECTORS**

There shall be a Board of Directors for this Corporation which shall consist of not less than one (1). Except for the number constituting the initial Board of Directors, the number of directors may be increased or diminished from time to time by the By-Laws adopted by the Shareholders.

#### **ARTICLE VII: INITIAL BOARD OF DIRECTORS**

The name and street address of the initial Board of Directors of this Corporation, who, subject to these Articles of Incorporation and the Laws of the State of Florida, shall hold office until the first annual meeting of the Shareholders or until his successor is elected and qualifies, or until his resignation, removal from office, or death is:

John Weller  
1284 Glencrest Drive  
Heathrow, FL 32746

Patricia Weller  
1284 Glencrest Drive  
Heathrow, FL 32746

#### **ARTICLE VIII: INCORPORATORS**

The name and address of the incorporators of these Articles of Incorporation is:

John Weller  
1284 Glencrest Drive  
Heathrow, FL 32746

Patricia Weller  
1284 Glencrest Drive  
Heathrow, FL 32746

#### **ARTICLE IX: BY-LAWS**

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors or the Shareholders.


#### **ARTICLE X: INDEMNIFICATION**


This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE II: AMENDMENT**

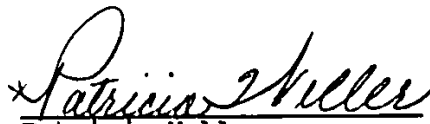
The Corporation reserves the right to amend or repeal any provisions contained in these Articles or any amendment hereto, any right conferred upon the Shareholders are subject to this resolution.

IN WITNESS WHEREOF, the Incorporators have executed these Articles this 26th day of October, 1996.

X   
John Weller

X   
Patricia Weller

Having been named to act as Registered Agent for the above named Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
Patricia Weller  
Registered Agent  
BancWell, Inc.  
November 1, 1996

FILED  
96 NOV -5 PM 1:01  
TALLAHASSEE, FLORIDA