

P97000049844

JUN-06-97 11:18 FROM: AtlasPearlmanTrop&Borkson ID:8547887888

PAGE 1/8

6/03/97

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

10:53 AM

((H97000009072 4))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: ATLAS, PEARLMAN, TROP & BORKSON, P.A.

ACCT#: 076247002423

CONTACT: BEVERLY F BRYAN

PHONE: (954)763-1200

FAX #: (954)766-7800

NAME: RIVERBANK LEASING, INC.

AUDIT NUMBER.....H97000009072

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>:

[#1] ☐ COMPUSER ☐ MENU ☐ 0:02:23 ☐ 11:05a ☐ Capture Off

FILED  
97 JUN -5 PM 3:07  
TALLAHASSEE, FLORIDA

Bm 4/5197

897000009072 4

**ARTICLES OF INCORPORATION**  
**OF**  
**RIVERBANK AUTOMOBILE FINANCE LEASING, INC.**

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

**ARTICLE I**  
**CORPORATE NAME**

The name of this Corporation shall be: RIVERBANK AUTOMOBILE FINANCE LEASING, INC.

**ARTICLE II**  
**PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 800 West Oakland Park Boulevard, Suite 100, Fort Lauderdale, Florida 33311.

**ARTICLE III**  
**NATURE OF CORPORATE BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

JAMES M. SCHNEIDER, ESQ., FL BAR # 214338  
Atlas, Pearlman, Trop & Borkson, P.A.  
200 East Las Olas Boulevard, Suite 1900  
Fort Lauderdale, FL 33301  
Phone No.: (954) 783-1200

897000009072 4

FILED  
97 JUN -5 PM 3:07  
CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

H97000009072 4

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

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be Five Hundred (500) shares of common stock, par value \$.01 per share.

**ARTICLE V**  
**TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE VI**  
**REGISTERED AGENT AND**  
**INITIAL REGISTERED OFFICE IN FLORIDA**

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Ellis Simring  
800 W. Oakland Park Boulevard, Suite 100  
Fort Lauderdale, FL 33311

**ARTICLE VII**  
**BOARD OF DIRECTORS**

This Corporation shall have one (1) Director Initially.

**ARTICLE VIII**  
**INITIAL DIRECTOR**

The name and address of the initial Directors of this Corporation are:

Ellis Simring  
800 West Oakland Park Boulevard  
Suite 100  
Fort Lauderdale, Florida 33311

H97000009072 4

B97000009072 4

The persons named as initial Directors shall hold office for the first year of existence of this Corporation, or until their successors are elected or appointed and have qualified, whichever occurs first.

**ARTICLE IX**  
**INCORPORATOR**

The name and address of the person signing these Articles of Incorporation as the Incorporator is Ellis Simring, 800 W. Oakland Park Boulevard, Suite 100, Fort Lauderdale, Florida 33311.

**ARTICLE X**  
**INDEMNIFICATION**

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

**ARTICLE XI**  
**AFFILIATED TRANSACTIONS**

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on the 3rd day of June, 1997.

  
\_\_\_\_\_  
Ellis Simring, Incorporator

B97000009072 4


B97000009072 4

**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND OFFICE FOR SERVICE OF PROCESS**

RIVERBANK AUTOMOBILE FINANCE LEASING, INC., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 800 West Oakland Park Boulevard, Suite 100, Fort Lauderdale, Florida 33311 has named Ellis Simring, 800 West Oakland Park Boulevard, Suite 100, Fort Lauderdale, Florida 33311 as its agent to accept service of process within the State of Florida.

**ACCEPTANCE:**

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

  
\_\_\_\_\_  
Ellis Simring

FILED  
97 JUN -5 PM 3:08  
TALLAHASSEE, FLORIDA



ROBERT F. MELLIGAN  
COMPTROLLER OF FLORIDA

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

March 6, 1997

Mr. Steve Rasabi  
President  
Riverbank Services, Inc.  
600 W. Oakland Park Blvd.  
Suite 100  
Fort Lauderdale, FL 33311

RE: "Riverbank, Inc.", Riverbank Services, Inc., Riverbank Acceptance, Inc."

Dear Mr. Rasabi:

Reference is made to your letter of March 5, previous correspondence and telephone conversations concerning the above subject matter.

It is our opinion that the words "Automobile Finance" incorporated into the above referenced corporate titles is definitive enough to differentiate the business being conducted from that of a financial institution, trust company or holding company.

If you should have any further questions concerning this matter, please advise.

Sincerely,

Wm. Douglas Johnson  
Assistant Director  
Division of Banking  
101 E. Gaines Street  
The Fletcher Bldg. - 5th Floor  
Tallahassee, FL 32399-0350  
(904) 488-1111

:kx

cc: Karon Beyer - Chief, Bureau of Corporations - Secretary of State's Office  
Det. Daniel James, Wilton Manors Police Department