

P97000054667

FILED

97 JUN 20 PM 2:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6/18/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

10:50 AM

((H97000010015 0))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: ACE INDUSTRIES, INC.
CONTACT: PAM FRIEDMAN
PHONE: (305)358-2571

ACCT#: 070744001530

FAX #: (305)358-7832

NAME: CBI, INC.

AUDIT NUMBER.....H97000010015

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

CERT. OF STATUS..0

PAGES..... 12

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>:

Menu <Ctrl R-Shift>

2400 7E1

VT100

Online

97-6-20-97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 18, 1997

ACE INDUSTRIES, INC.

SUBJECT: CBI, INC.
REF: W97000014274

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name DOES NOT constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

The name conflict is "CBI OF FLORIDA, INC."

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) 487-6931.

Becky McKnight
Document Specialist

FAX Aud. #: H97000010015
Letter Number: 597A00032560

H97-10015

ARTICLES OF INCORPORATION
OF

CBI OF HOMESTEAD, INC.

FILED
97 JUN 20 PM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned subscribers of these Articles of Incorporation, being natural persons competent to contract, hereby form a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

NAME OF CORPORATION

The corporation shall be known as CBI OF HOMESTEAD, INC.

ARTICLE II

DURATION

This corporation shall have perpetual existence.

ARTICLE III

NATURE OF BUSINESS

The general nature of the business and objects and purposes proposed to be transacted, promoted or carried on are to do any and all things hereinafter mentioned, as fully and to the same effect and extent as natural persons might or could do, viz:

- A. To engage in the business of providing retail investment services to the customers

H97-10015
PREPARED BY:
ICS INDUSTRIES, INC.
84 NW 11th Street
Miami, FL 33136
305-358-2571

H97-10015

of the stockholders, directors and employees to and including the offering of advisory services, portfolio analysis, financial planning, asset management, assets employment, customer account transactions, purchase and sale of stocks, securities, bonds, options, comprising government, corporate and private financings, retirement account transactions, sell insurance and insurance products and services, custodian accounts, exchange and clearing house services, and data processing services for all of the above.

B. To provide financing and capital through the securities medium or otherwise to governmental bodies, corporations, individuals, pension and profit sharing plans and trusts, and to provide any and all types and forms of financial and investment services to the customers of the parent corporation including its employees, directors and officers which are in compliance with applicable governmental regulations.

C. To engage in any activity or business permitted under the laws of the United States and of the State of Florida.

D. To invest the corporate assets for the benefit of the corporation's employees, including but not limited to the parties hereto, which benefits are allowable to corporations in general under the Internal Revenue Code (1986), as amended.

E. To conduct its business at multiple locations; to buy, hold, mortgage, sell, convey, lease, exchange, improve, construct, or otherwise dispose of real and personal property in the State of Florida, as well as in the District of Columbia, all other states, the United States, and all other countries or places whatsoever.

F. To enter into contracts and other legally binding arrangements by and between this corporation and any and all other businesses in these United States or in foreign countries.

H97-10015

H97-10015

- G. To contract debts and borrow money.
- H. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or to 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 the owner of such stock, exercise all rights, powers and privileges or ownership, including the right to vote such stock.
- I. To construct, erect, build, equip, repair and improve houses, buildings, tracts, streets, sidewalks, reservoirs, waterworks, sewers, docks, fills, and other structures and improvements of any kind or character whatsoever; to buy, sell or otherwise acquire, handle, hold and dispose of real and personal property or any interest therein; to lay off, plat or subdivide lands into lots and blocks, and to dedicate parks, streets, highways and alleyways thereon.
- J. To manage, supervise, operate, control, lease, let and sublet apartments, office buildings, dwelling houses and all kinds and character of property of every nature whatsoever.
- K. To manufacture, purchase or otherwise acquire, and to own and mortgage, pledge, sell, assign and transfer or otherwise dispose of, and to invent, trade, deal in and deal with goods, wares, merchandise and other personal property of every class and description whatsoever.
- L. To acquire, hold, own, dispose of and generally deal in grants, concessions, franchises and contracts of every kind; to cause to be formed, to promote and to aid in any way in the formation of any corporation, domestic or foreign.
- M. To acquire by purchase, subscription or otherwise, and to hold for investment, and to own, hold, sell, vote and handle shares of stock in other corporations, partnerships and/or limited partnerships.

H97-10015

H97-10015

N. To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the powers enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, as principal, agent, director, trustee or otherwise, and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful business necessary or incidental to the furtherance of such purposes or objects of the corporation, whether or not such business is similar in nature to the purposes and object set forth in these Articles of Incorporation, or any amendment thereof.

The foregoing paragraphs shall be construed as enumerating both objects and powers of the corporation, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE IV

CAPITAL STOCK

The authorized shares of capital stock of the corporation, all of which shall be fully paid and non-accessible, shall consist of ONE THOUSAND (1,000) shares of common stock at par value of ONE DOLLAR (\$1.00) per share and may be issued by this corporation as, when and for such considerations as may be fixed from time to time by the Board of Directors.

ARTICLE V

INITIAL CAPITAL

The amount of capital with which this corporation shall begin business shall not be less than One Thousand Dollars (\$1,000.00).

H97-10015

H97-10015

ARTICLE VI

PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which is offered to others.

ARTICLE VII

PRINCIPAL OFFICE AND RESIDENT AGENT

The street address of the initial registered and principal office of this corporation shall be 28801 SW 157 Avenue, Homestead, Florida. The Board of Directors may, from time to time, move the principal office to any other location in the State of Florida. The Resident Agent shall be Daniel Braun, of 28801 SW 157 Avenue, Homestead, Florida, 33033.

ARTICLE VIII

BOARD OF DIRECTORS

The number of Directors of this corporation shall not be less than one (1).

The members of the Board of Directors shall be of full age, but need not be of the stockholders of the corporation.

The members of the Board of Directors of this corporation shall be chosen at the annual meeting of the stockholders, to be held at such time and place as provided for hereinafter, by a plurality of the votes cast at such election.

H97-10015

H97-10015

The quorum for purposes of transacting corporate business at the annual and special meetings shall be present when Seventy-Five percent (75%) of the Directors of the corporation are present.

ARTICLE IX

INITIAL BOARD OF DIRECTORS AND OFFICERS

The names and addresses of the Initial Board of Directors and Officers of the corporation are as follows:

ROBERT E. EPLING, Director/President/Secretary
28801 SW 157 Avenue, Homestead, FL 33033

ERIC S. JOHNSON, Director/Vice President/Treasurer
28801 SW 157 Avenue, Homestead, FL 33033

ARTICLE X

SUBSCRIBERS

The names and address of the Subscriber of this corporation is as follows:

COMMUNITY BANK OF HOMESTEAD,
a Florida Banking association
28801 SW 157 Avenue, Homestead, FL 33033

ARTICLE XI

INTERESTED OFFICERS AND DIRECTORS INDEMNIFICATION

No contract or other transaction between this corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the Directors of this corporation is or are interested in, or is a Director or Officer, or are

H97-10015

H97-10015

Directors or Officers of such other corporations, and any Director or Directors individually or jointly, may be a party or parties to, or may be interested in any such contract or transaction of this corporation, or in which this corporation is interested, and no contract, at or transaction of this corporation, with any person or persons, firm or corporations, in the absence of fraud, shall be affected or invalidated by the fact that any Director or Directors of this corporation is or are hereby relieved of any liability, except for fraud, that might otherwise exist from this contracting with this corporation, in which he may be in any way interested. Any Director of this corporation may vote upon any contract or any other transaction between this corporation and any subsidiary or controlled corporation without regard to the fact that he is also a Director of such subsidiary or controlled corporation. Any person made a party to any action, suit or proceeding relating to the performance by him, his testator or intestate, or his duties as a Director, officer, or employee of this corporation or any corporation which he served as such at the request of this corporation, shall be indemnified by the corporation against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense of such action, suit or proceeding or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding as such officer, director or employee is liable for negligence or misconduct in the performance of his duties. Such indemnification shall not be deemed exclusive of any other right to which such director, officer or employee may be entitled by law.

H97-10015

H97-10015

ARTICLE XII

RESTRICTION AND ALIENATION OF STOCK

In furtherance and not in limitation of the power conferred by Statute, the following specific provisions are made for the regulation of business and the conduct of the affairs of the corporation;

A. Any stockholder shall have the right and power without consent of any other stockholders of the corporation to substitute for himself or themselves in this corporation other persons, whether they are stockholders or not, so long as the corporation or the then other existing stockholders are first offered such stock. This does not limit the right of any stockholder to negotiate for the corporation or the other stockholders of the corporation as a group for the sale of this stock, and should an agreement be confirmed to sell the stock to the corporation or to the then existing stockholders on an equally proportionate basis, then a sale may be consummated, and as such a sale cannot be consummated, then

B. The party desiring to sell all or part of his stock shall serve notice upon all of the stockholders by certified mail, return receipt requested, indicating that he has a bona fide offer for the sale of his stock, stating the number of shares to be sold, the name and address of the person desiring to purchase the same, and the sale price and terms of payment of such sale; said notice must also contain an offer to sell such stock upon the terms and conditions set forth in the aforesaid bona fide offer of sale to the corporation or the other existing stockholders on an equally proportionate basis, or to a single stockholder.

C. For a period of Fifteen (15) days after the receipt of such notice, the corporation shall have the option to redeem the stock so offered, if the corporation fails to

H97-10015

H97-10015

exercise such option, the other stockholders shall have the option to purchase such stock in equal amounts; however, should one or more of the stockholders not purchase his or their proportionate share of the offered stock, then the remaining stockholder or stockholders may exercise the option individually or, if more than one, on an equally proportionate basis within Thirty (30) days after the termination of the corporation's option to redeem.

D. In the event that neither the corporation or the other stockholders shall exercise the option to redeem or purchase, as the case may be, as provided herein the offering stockholders shall be free to dispose of the shares of stock offered to the person named in the aforesaid bona fide offer of purchase at the price and upon the terms and conditions set forth in the offer; PROVIDED, HOWEVER, that such disposition shall be made within Ninety (90) days following the termination of the stockholders offer.

ARTICLE XIII

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Each Amendment shall be approved by the Board of Directors and proposed by them to the stockholders and approved at a stockholders meeting by the majority of the stock entitled to vote herein.

H97-10015

H97-10015

ARTICLE XIV

GENERAL PROVISIONS

In furtherance and not a limitation of the powers conferred by Statute, the following specific provisions are made for the regulation of the business and the conduct of all affairs of this corporation;

A. This corporation's Board of Directors are specifically authorized from time to time to adopt By-Laws not inconsistent herewith, restraining the alienation of shares of stock of this corporation and providing for the purchase or redemption by the corporation of these shares of stock; providing, however, such provisions dealing with the purchase or redemption by the corporation of these shares of stock may not be invoked at a time or in a manner that would impair the capital of this corporation.

B. The Board of Directors shall have the general management and control of this corporation's business and may exercise the powers of the corporation, except such as may be by Statute or any Articles of Incorporation or amendments thereto or by the By-Laws as executed from time to time, expressly conferred upon or reserved to the stockholders from time to time.

C. The Board of Directors, from time to time, shall determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of this corporation, or any of them, shall be open to the inspection of the stockholders, and no stockholder shall have the right to inspect any account or document of the corporation, except as conferred by Statute or authorized by the Board of Directors.

H97-10015

5X

H97-10015

D. This corporation shall have such officers as may from time to time be provided by the By-Laws and such officers shall be designated in such manner and shall hold their offices for such terms and have such powers and duties as may be prescribed therein or as may be determined from time to time by the Board of Directors subject to the By-Laws.

E. The Directors may prescribe a method or methods for the replacement of law certificates in a prescribed reasonable conditions for way of security upon the issuance of new certificates thereof.

IN WITNESS WHEREOF, I have made, subscribed and acknowledged these Articles of Incorporation this 17th day of June, 1947

COMMUNITY BANK OF HOMESTEAD,
a Florida banking association

R. E. ERLING

ROBERT E. ERLING, President

H97-10015

HA7-10015

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST: That CBI OF HOMESTEAD, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at Miami, County of Dade, State of Florida, has named Daniel Braun of 28801 SW 157 Avenue, Homestead, Florida 33033 as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept services of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



Daniel Braun, Registered Agent

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Daniel Braun, who to me is personally known or who has produced _____ as identification and (did/did not) take an oath as Subscriber in, and who executed, the foregoing Certificate and who acknowledged before me that she subscribed to the same.

WITNESS my hand and official seal in the County and State named above, this 17th day of June, 1997.

My Commission Expires:


Notary Public (print name below)



HA7-10015

FILED
97 JUN 20 PM 2:25
CLERK OF STATE
TALLAHASSEE, FLORIDA