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Jamie B. Greusel
Licensed in FL and NJ

Russell S. Sharbaugh, Jr.
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FILED

97 OCT -6 AM 10:43

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 26, 1997

State of Florida
Division of State
Corporate Division
P.O. Box 6327
Tallahassee, FL 32314

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-09/29/97--01171--010
***122.50 ***122.50

Re: CITIZENS COMMUNITY MORTGAGE CORPORATION

Gentlemen/Ladies:

Enclosed are two copies of the Articles of Incorporation for the corporation referenced above, along with a check in the amount of \$122.50 made payable to the Secretary of State.

Kindly file the original in your office and return a certified copy to our office.

Sincerely,

Jamie B. Greusel
Jamie B. Greusel

JBG/mh
Enclosures

W97-22428

1007
OCT - 6 1997

P. Hall
OCT - 6 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 1, 1997

JAMIE B. GREUSEL, ESQ.
1104 NORTH COLLIER BLVD
MARCO ISLAND, FL 34145

SUBJECT: CITIZENS COMMUNITY MORTGAGE CORPORATION
Ref. Number: W97000022428

We have received your document for CITIZENS COMMUNITY MORTGAGE CORPORATION and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

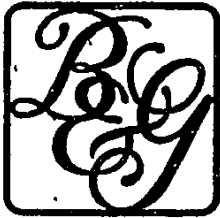
The registered agent and street address must be consistent wherever it appears in your document.

Please return the original and one copy of 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 (850) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 997A00048297



Berry & Greusel
Attorneys at Law

1104 North Collier Boulevard • Marco Island, Florida 34145
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Jamie B. Greusel
Licensed in FL and NJ
Russell S. Sharbaugh, Jr.
Licensed in FL and NJ

October 3, 1997

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Citizens Community Mortgage Corporation
Ref. No. W97000022428

Gentlemen/Ladies:

Enclosed please find a copy of your October 1, 1997 letter, together with the original and one copy of the Articles of Incorporation, revised as requested.

Kindly file the documents and forward the certified copy to our address.

If you have any questions, please do not hesitate to contact our office.

Sincerely,


Jamie B. Greusel

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
CITIZENS COMMUNITY MORTGAGE CORPORATION**

I. NAME

The name of the corporation is CITIZENS COMMUNITY MORTGAGE CORPORATION.

II. TERM OF EXISTENCE

This corporation shall have perpetual existence.

III. NATURE OF BUSINESS

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

IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation shall be authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock, all shares, having a par value of One Dollar (\$1.00) per share.

V. PREEMPTIVE RIGHTS

The Stockholders of this corporation shall have preemptive rights as to any officer for the sale of shares of this corporation to third parties or individual shareholders of this corporation.

VI. INITIAL PRINCIPAL OFFICE

The street address of the initial principal office of this corporation is 650 East Elkcam Circle, Marco Island, FL 34145. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

VII. INITIAL REGISTERED AGENT

The initial registered agent of the corporation is STEPHEN A. MCLAUGHLIN, 650 Elkcam Circle, Marco Island, FL 34145.

VIII. DIRECTORS

This corporation shall have three directors initially. The number of directors, may, from time to time, be increased or decreased by vote of the existing Board, provided there are a minimum of three directors, and a maximum of seven directors. The name and address of the first member of the Board of Directors is Stephen A. McLaughlin, 650 Elkcarn Circle, Marco Island, FL 34145.

IX. SUBSCRIBER AND INCORPORATOR

The subscriber and incorporator to these Articles of Incorporation is Stephen A. McLaughlin, 650 Elkcarn Circle, Marco Island, FL 34145.

X. AMENDMENTS

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 stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the stockholders and all the directors sign a written statement manifesting their intentions that a certain amendment of these Articles of Incorporation be made.

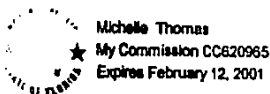
IN WITNESS WHEREOF, the undersigned incorporator has executed
these Articles of Incorporation on the 26 day of September, 1997.

Stephen A. McLaughlin
STEPHEN A. McLAUGHLIN

COUNTY OF COLLIER
STATE OF FLORIDA

The foregoing instrument was acknowledged before me this 26 day of
September, 1997 by Stephen A. McLaughlin, who is personally known to me
and who did (did not) take an oath.

(SEAL)



Michelle Thomas
Notary Public
(typed name)
My Commission Expires:
Commission # _____

FILED

**CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, AND ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE
SERVED**

OCT -6 AM 10: 43

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

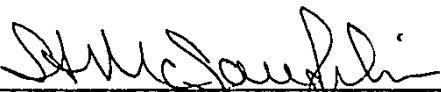
In compliance with Section 48.091 and 607.0501, Florida Statutes the following
is submitted:

CITIZENS COMMUNITY MORTGAGE CORPORATION, desiring to
organize or qualify under the laws of the State of Florida, with its principal place
of business at 650 Elkcarn Circle, Marco Island, Florida 34145, has named
Citizens Community Bancorp, Inc. as its agent to accept service of process
within Florida.

Date: September 26, 1997


STEPHEN A. McLAUGHLIN

Having been named to accept Service of Process for the above stated
corporation, at the place designated in this certificate, 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.


STEPHEN A. McLAUGHLIN
Secretary of Citizens Community
Bancorp, Inc.

This instrument prepared by:

BERRY & GREUSEL, Attorneys at Law
1104 N. Collier Blvd.
Marco Island, Florida 34145
(941) 394-8111