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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: HOLLAND & KNIGHT OF MIAMI
CONTACT: STEVEN H HAGEN
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NAME: NEW UNITED BANKSHARES, INC.

AUDIT NUMBER.....H97000016227

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

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Attn: Becky

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TALLAHASSEE, FLORIDA

Dmc
10/6/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 30, 1997

HOLLAND & KNIGHT OF MIAMI

SUBJECT: NEW UNITED BANKSHARES, INC.
REF: W97000022374

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

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
101 E. Gaines St.
Fletcher Bldg., 6th Floor.
Tallahassee, FL 32399-0350
(850) 488-1111.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight
Document Specialist

FAX Aud. #: H97000016227
Letter Number: 697A00048187

FROM HOLLAND & KNIGHT TAMPA

(FRI)10. 3'97 14:22/ST. 14:21/NO. 4260953179 P 2



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

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

October 2, 1997

Charles L. Stutts
Holland & Knight LLP
400 North Ashley Drive, Suite 2300
P. O. Box 1288
Tampa, FL 33602-4300

Dear Mr. Stutts:

Re: "New United Bankshares, Inc. ("Newco")"

Reference is made to your letter/fax dated October 1, requesting approval of the above-referenced corporate name which will be a wholly-owned subsidiary of United Bankshares, Inc., the holding company for United National Bank in Miami.

As Section 655.922(2)(a), Florida Statutes, exempts a financial institution, holding company or its subsidiaries from the prohibition against using the word "bank", "banker", "banking", "trust company", "savings and loan association", "savings bank", or "credit union" in its corporate name, the Division of Banking will not object to the above-subject corporate name being registered to transact business in the State of Florida.

Sincerely,

Wm. Douglas Johnson
Assistant Director
Division of Banking
101 E. Gaines Street
The Fletcher Building-Sixth Floor
Tallahassee, FL 32399-0350
(904) 488-1111
Fax # (904) 921-2365

:kr

cc: Karen Beyer, Chief
Bureau of Corporate Records
Secretary of State's Office

3 P 18/0000002/ST. 15:15/NO. 42000000781 P 3 (MON)10. 6'97 15:18/ST. 15:15/NO. 42000000781 P 3

FROM

FAX AUDIT NO.: H97000016227 5

**ARTICLES OF INCORPORATION
OF
NEW UNITED BANKSHARES, INC.**

The undersigned, acting as incorporator of NEW UNITED BANKSHARES, INC. (the "Corporation") under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the Corporation is NEW UNITED BANKSHARES, INC.

ARTICLE II. ADDRESS

The mailing address of the Corporation is 1399 S.W. 1st Avenue, Miami, Florida 33130.

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the Corporation will commence upon the filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

The Corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

THIS INSTRUMENT WAS PREPARED BY:

Vanessa Sciarra, Esq.
Holland & Knight LLP
701 Brickell Ave., Suite 3000
Miami, Florida 33131
Tel (305) 374-8500
Fax (305) 789-7799
Florida Bar No. 0074799

1

FAX AUDIT NO.: H97000016227 5

2

(MON) 10. 6' 97 15:19/ST. 15:15/NO. 4200000781 P 5

FROM

From and after such time as may be required by the Board of Directors, all then-existing and future shareholders of the Corporation shall agree to abide by a New United Bankshares, Inc. S Corporation Shareholders' Agreement (the "Agreement") as that Agreement may be amended from time to time. The Agreement may contain certain limits on the transferability of the Corporation's shares and other restrictions which are necessary to allow the Corporation to be subject to federal income taxation pursuant to Subchapter S of the Internal Revenue Code of 1986, as amended.

ARTICLE VIII. INITIAL REGISTERED OFFICE AND AGENT

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator are Vanessa Sclarra, 701 Brickell Avenue, Suite 3000, Miami, Florida 33131. The incorporator of the Corporation assigns to this Corporation her rights under Section 607.0201, Florida Statutes, to constitute a corporation, and she assigns to those persons designated by the Board of Directors any rights she may have as incorporator to acquire any of the capital stock of this Corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE X. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors and the shareholders, except that the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.


ARTICLE XI. DIRECTOR LIABILITY

A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Florida Business Corporation Act as currently in effect or as the same may be hereafter amended. No amendment, modification or repeal of this Article XI (including any amendment or repeal of this Article XI made by virtue of any change in the Florida Business Corporation Act after the date hereof) shall adversely affect any right or protection of a director that exists at the time of such amendment, modification or repeal on account of any action taken or any failure to act by such director prior to such time.

ARTICLE XII. AMENDMENTS

The Corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the shareholders herein are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 30th day of September, 1997.


Vanessa Sclara
Incorporator

FAX AUDIT NO.: H97000016227 5

**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:

That NEW UNITED BANKSHARES, INC. desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 701 Brickell Avenue, Suite 3000, Miami, Florida 33131 has named Intrastate Registered Agent Corporation as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and is familiar with, and accepts, the obligations of that position.

Dated this 30th day of September, 1997.

**INTRASTATE REGISTERED AGENT
CORPORATION**

By: 

Steven H. Hagen
Vice President

MIA3-512949.3