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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY  
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NAME: BROOKLINE FINANCIAL CORP.  
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OCT 23 1997

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ARTICLES OF INCORPORATION  
OF  
BROOKLINE FINANCIAL CORP.

FILED  
91 OCT 22 AM 8:09  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

ARTICLE I - NAME

The name of the Corporation is Brookline Financial Corp.

ARTICLE II - PURPOSE

Any lawful activity or business permitted under the laws of the United States or the State of Florida.

ARTICLE III - PREEMPTIVE 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 it is offered to others.

ARTICLE IV - INITIAL REGISTERED OFFICE  
AND AGENT

The principal place of business and the mailing address of the Corporation is 2780 S.W. 37 Avenue, Suite 301, Miami, Florida, 33133, and the name of the initial registered agent of this Corporation, at that address, is HENRY KASSNER.

ARTICLE V - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

Prepared By:

WARD S. SKIMAN, P.A.  
Florida Bar No. 091901  
3100 S. Dadeland Boulevard  
Suite 1602  
Miami, Florida 33156  
(305) 670-3100

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#### ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) Directors initially. The number of Directors may be either increased or diminished in time by the Bylaws, but shall never be less than one (1). The names and addresses of the initial Directors of this corporation are:

HENRY KASSNER  
2780 S.W. 37 Avenue  
Suite 301  
Miami, Florida 33133

OSCAR L. VALENCIA  
2780 S.W. 37 Avenue  
Suite 301  
Miami, Florida 33133

#### ARTICLE VII - INCORPORATOR(S)

The names and addresses of the persons signing these Articles are:

HENRY KASSNER  
2780 S.W. 37 Avenue  
Suite 301  
Miami, Florida 33133

OSCAR L. VALENCIA  
2780 S.W. 37 Avenue  
Suite 301  
Miami, Florida 33133

#### ARTICLE VIII - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

#### ARTICLE XI - CALLING OF SPECIAL MEETING

Special meetings of shareholders may be called by any stockholder of the Corporation.

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**ARTICLE X - INDEMNIFICATION**

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

**ARTICLE XI - AMENDMENT**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

**ARTICLE XII - CAPITAL STOCK**

This Corporation is authorized to issue 500 shares of One Dollar (\$1.00) par value.

IN WITNESS WHEREOF, the undersigned subscribers, HENRY KASSNER and OSCAR L. VALENCIA, have executed these Articles of Incorporation, this 14<sup>th</sup> day of October, 1997.

  
HENRY KASSNER

  
OSCAR L. VALENCIA

STATE OF FLORIDA

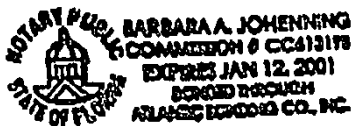
COUNTY OF DADE


BEFORE ME, the undersigned authority, personally appeared HENRY KASSNER and OSCAR L. VALENCIA, who being by me first duly sworn, deposes and says that they executed the foregoing Articles of Incorporation, and they are true and correct to the best of their knowledge and belief.

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SWORN TO AND SUBSCRIBED before me this 14<sup>th</sup> day of  
October, 1997, by HENRY KASNER and OSCAR L. VALENCIA, who did take  
an oath.



  
Notary Public  
Print Name: Barbara A. Johanning  
☒ Personally known to me or  
☐ Produced identification

Florida Driver License  
Type of Identification

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida:

First -- That BROOKLINE FINANCIAL CORP. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, has named HENRY KASSNER, located at 2780 S.W. 37 Avenue, Suite 301, Miami, County of Dade, State of Florida, 33133, as its agent to accept service of process within this state.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
HENRY KASSNER  
Registered Agent

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