

P98000006012

Jocelyne Johnson  
6151 Miramar Parkway Ste. 328  
Miramar, FL 33023  
Jan. 9, 1998

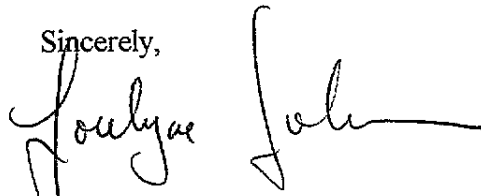
Florida Department of State  
PO Box 6327  
Tallahassee, FL 32314

400002377504--8  
-12/19/97--01037--002  
\*\*\*\*\*78.75 \*\*\*\*\*78.75  
Office Use Only

As per your request, enclosed please find the written approval and clearance letter from the Division of Banking and Finance. If you have any questions, please contact Jocelyne Johnson at (954) 987-2600.

Thank you for your consideration.

Sincerely,

  
Jocelyne Johnson

FILED  
SECRETARY OF STATE  
DIVISION OF CERTIFICATIONS  
98 JAN 20 AM 9:10

8  
789,511,2551,2550  
W/97-28377

BROWN JAN 21 1998



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

December 22, 1997

JOCELYN JOHNSON  
6151 MIRAMAR PARKWAY  
MIRAMAR, FL 33023

SUBJECT: SOUTHBANC MORTGAGE & FINANCE CORP.  
Ref. Number: W97000028377

We have received your document for SOUTHBANC MORTGAGE & FINANCE CORP. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

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) 487-6972.

Doris Brown  
Document Specialist

Letter Number: 297A00059878



ROBERT F. MILLIGAN  
COMPTROLLER OF FLORIDA

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

January 6, 1998

Ms. Jocelyne Johnson  
6151 Miramar Parkway  
Suite 328  
Miramar, Florida 33023

Dear Ms. Johnson:

Re: "Southbanc Mortgage & Finance Corp."

Thank you for your recent letter/fax requesting approval for use of the above-referenced name. It is the opinion of this Department that your name is definitive enough to differentiate the business being conducted from that of a commercial bank or trust company. Therefore, the Department does not object to your use of the above-referenced name being registered as a Florida corporation in the State of Florida.

Sincerely,

A handwritten signature in black ink, appearing to read "Wm. Douglas Johnson", with a long horizontal flourish extending to the right.

Wm. Douglas Johnson  
Assistant Director  
Division of Banking  
101 East Gaines Street  
The Fletcher Building - Sixth Floor  
Tallahassee, FL 32399-0350  
(850) 488-1111

:kr

cc: Karon Beyer, Chief  
Bureau of Corporate Records  
Division of Corporations  
Secretary of State's Office

# ARTICLES OF INCORPORATION

OF

## SOUTHBANC MORTGAGE & FINANCE CORP.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JAN 20 AM 9:10

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

### ARTICLE I

The name of the corporation is SOUTHBANC MORTGAGE & FINANCE CORP.

### ARTICLE II

#### DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The corporate existence shall commence as of the filing of the Articles of Incorporation.

### ARTICLE III

The corporation is organized for the purpose of transacting any and all lawful business.

### ARTICLE IV

#### CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 100 shares of common stock of a par value of \$1.00 per share. Holders of common stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of common stock shall have preemptive rights to subscribe to the corporation's securities.

#### ARTICLE V

The name of the initial registered agent of this corporation is Jocelyne Johnson. The street address of the initial registered office of the corporation in the State of Florida is 6151 Miramar Parkway, Miramar, Florida 33023 and the principal place of business of the corporation is 6151 Miramar Parkway, Miramar, Florida 33023.

#### ARTICLE VI

The affairs of the Corporation are to be managed by the following officers:

President  
Vice President  
Secretary  
Treasurer

#### ARTICLE VII

The officers who are to serve until the first election of the directors are as follows:

President	Steven W. Johnson
Vice President	Jocelyne Johnson
Treasurer	Kelly Louis
Secretary	Kelly Louis

#### ARTICLE VIII

##### INITIAL BOARD OF DIRECTORS

The corporation shall have three (3) initial directors. The number may be increased or decreased from time to time in the manner provided in the bylaws or the corporation. The name and street address of the initial directors are:

JOCELYNE JOHNSON	9400 SW 186TH STREET MIRAMAR, FLORIDA 33025
STEVEN W. JOHNSON	9400 SW 186TH STREET MIRAMAR, FLORIDA 33025
KELLY LOUIS	9400 SW 186TH STREET MIRAMAR, FLORIDA 33025

**ARTICLE IX**

The name and address of the incorporator of these Articles of Incorporation is C. MARIE BREVITT-SCHOOP, ESQUIRE, 1191 NE 200 STREET, NORTH MIAMI, FLORIDA 33179.

**ARTICLE X**

**BYLAWS**

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

**ARTICLE XI**

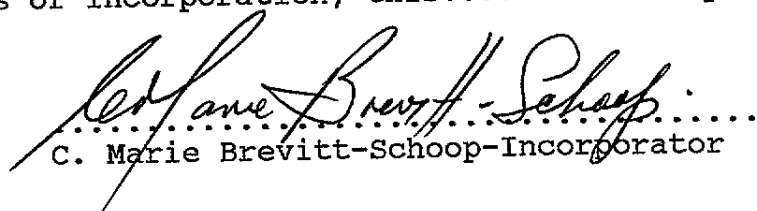
**INDEMNIFICATION**

The corporation shall indemnify to the full extent permitted by law, the incorporator, any officer, director, employee, or agent of the corporation, or any former officer, director, employee, or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee, or agent of another corporation partnership, joint venture, trust of other enterprise.

**ARTICLE XII  
AMENDMENT**

This corporation reserves the right to amend or repeal any prior provisions contained in these Articles of Incorporation or any amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this.....day of December, 1997.

  
.....  
C. Marie Brevitt-Schoop-Incorporator

STATE OF FLORIDA )

COUNTY OF )

The foregoing instrument was acknowledged before me this  
.....<sup>15<sup>th</sup></sup>.....day of..*December*.., 1997 by C. Marie Brevitt-  
Schoop, the Incorporator of **SOUTHBANC MORTGAGE & FINANCE**  
**CORP.**, a Florida corporation, on behalf of the corporation. She  
is personally known to me or has produced as identification  
..... and did (did not) take an oath.

.....*E. Sears*.....  
NOTARY PUBLIC (Signature)  
State of Florida, at Large

My Commission Expires:



**Eivira Sears**  
MY COMMISSION # CC691795 EXPIRES  
November 1, 2001  
BONDED THRU TROY FAIN INSURANCE, INC.

**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**

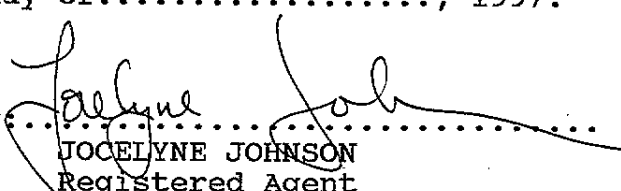
In compliance with Section 48.091 and 607.034, Florida Statutes  
the following is submitted:

FIRST that SOUTHBANC MORTGAGE & FINANCE CORP., desiring to  
organize or qualify under the laws of the State of Florida with  
its principal place of business at 6151 Miramar Parkway, Miramar,  
Florida 33023 has named Jocelyne Johnson at 6151 Miramar Parkway,  
Miramar, Florida 33023 as its agent to accept service of process  
within Florida.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above  
stated corporation, at 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  
performance of my duties.

Dated this.....day of....., 1997.

By:   
.....  
JOCELYNE JOHNSON  
Registered Agent

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JAN 20 AM 9:10