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CONTACT:

CINDY HICKS

FROM:

CORPORATE & CRIMINAL RESEARCH SERVICES

103 N. MERIDIAN STREET

TALLAHASSEE, FL 32301

TELEPHONE:

222-1173

SUBJECT:

KMB Financial Group
Inc.

FILED
98 JUN 22 AM 11:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE FEES PREPAID WITH CHECK # 2686 FOR \$ 122.50

PLEASE FILE:

- ☒ ARTICLES OF INC. () AMENDMENT () DISSOLUTION
() ANNUAL REPORT () MERGER () WITHDRAWAL
() QUALIFICATION () LIMITED PARTNERSHIP () ANNUAL REPORT
() FICTITIOUS NAME () LIMITED LIABILITY () REINSTATEMENT
() TRADEMARK/SERVICE () UCC-1 () UCC-3

RECEIVED
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DIVISION OF CORPORATION

300002567513--0
-06/22/98-01040-024
****122.50 ****122.50

PROVIDE US WITH:

- ☒ CERTIFIED COPY () CERTIFICATE OF STATUS () STAMPED COPY

Examiner's Initials

P. Hall

JUN 22 1998

(S)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

KMB FINANCIAL GROUP, INC.

The undersigned incorporator, for the purpose of forming a Corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation is:

KMB FINANCIAL GROUP, INC.

ARTICLE II - TERM OF EXISTENCE

The Corporation is to exist perpetually.

ARTICLE III - PURPOSES

The purposes of the Corporation are to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The shares of stock of this Corporation shall consist of only one class. The number of shares of stock that this Corporation is authorized to have outstanding at any one time is:

1,000 Shares of Common Stock

Par Value of \$1.00 per share

ARTICLE V - PRINCIPAL OFFICE

The address of the principal place of business of this Corporation shall be:

240 S. Pineapple Avenue
10th Floor
Sarasota, FL 34236

and, the mailing address of this Corporation shall be:

P. O. Box 49948
Sarasota, FL 34230-6948

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The registered agent and street address of the registered office of this Corporation is:

Michael W. Miller	395 Commercial Court
	Suite A
	Venice, FL 34292

ARTICLE VII - DIRECTORS

This Corporation shall have three (3) Directors initially. The number of Directors may be changed from time to time by Bylaws adopted by the Shareholders. The name and address of each member of the first Board of Directors is:

David S. Band	240 S. Pineapple Avenue
	10th Floor
	Sarasota, FL 34236
Edward L. Kalin	5252 S. Tamiami Trail
	Sarasota, FL 34231

Michael W. Miller

395 Commercial Court
Suite A
Venice, FL 34292

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in certain instances by the Board of Directors as provided by statute and in certain instances by resolutions adopted by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders Meeting by a majority of the stock entitled to vote thereon.

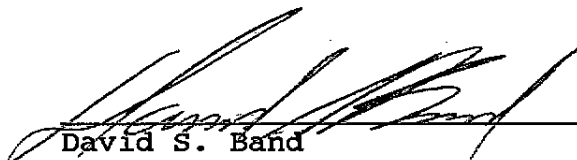
ARTICLE IX - INCORPORATOR

The name and street address of each incorporator to these Articles of Incorporation is:

David S. Band

240 S. Pineapple Avenue
10th Floor
Sarasota, FL 34236


The undersigned has executed these Articles this 16th day
of June, 1998.


David S. Band

"INCORPORATOR"

Having been named as Registered Agent and to accept service of process for KMB FINANCIAL GROUP, INC. at the place designated in the Articles, 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.

6-16-98
Date



Michael W. Miller
"REGISTERED AGENT"

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