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Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301

City State Zip Phone

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CORPORATION(S) NAME

Amend
Bank Investment Group Inc

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| <input type="checkbox"/> Profit | <input checked="" type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of B.A. |
| <input type="checkbox"/> Limited Liability Partnership | | <input type="checkbox"/> Fictitious Name |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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JOEY

**CERTIFICATE OF AMENDMENT
OF ARTICLES OF INCORPORATION
OF
BANCINVESTMENT GROUP, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Bradley T. Smith, President of BancInvestment Group, Inc., a Florida corporation with its principal office located at 1811 State Street, Suite E, Santa Barbara, California, 93101 (the "Corporation"), does hereby certify that as of the 19th day of August, 1998, the holders of all the shares of stock of the Corporation who would be entitled to a notice of a meeting of the shareholders held for the purpose of amending the Corporation's Articles of Incorporation, adopted the Amended and Restated Articles of Incorporation of BancInvestment Group, Inc. in writing and signed by all of the shareholders of the Corporation, which writing has been entered upon the records of the Corporation as follows:

BE IT RESOLVED, that the Amended and Restated Articles of Incorporation of BancInvestment Group, Inc., in the form attached hereto as Exhibit "A", be adopted as the Articles of Incorporation of the Corporation to supersede and be substituted for in all respects, the Corporation's existing Articles of Incorporation, and that the President of the Corporation is authorized and directed to execute and file with the Florida Secretary of State, Corporate Division, the Amended and Restated Articles of Incorporation.

In Witness Whereof, said Bradley T. Smith, President of BancInvestment Group, Inc., acting on behalf of the Corporation, has signed the Certificate this 21st day of August, 1998.

BANCINVESTMENT GROUP, INC.

By: _____

Bradley T. Smith, President

EXHIBIT "A"

STATE OF FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BANCINVESTMENT GROUP, INC.**

- FIRST:** The corporate name that satisfies the requirements of Section 607.041 is BancInvestment Group, Inc.
- SECOND:** The street address of the principal office of the corporation and its mailing address is: 1811 State Street, Suite E, Santa Barbara, California, 93101
- THIRD:** The street address of the initial registered office of the corporation is: c/o CT Corporation System, 1200 South Pine Island Road, City of Plantation, Florida, 33324, and the name of its initial registered agent at such address is CT Corporation System.
- FOURTH:** The number of shares the corporation is authorized to issue is Eleven Million (11,000,000) consisting of the following classes:
- a. Nine million (9,000,000) shares of Class A Common Stock, no par value;
 - b. One million (1,000,000) shares of Class B Common Stock, no par value; and
 - c. One million (1,000,000) shares of Serial Preferred Stock.

From time to time the Corporation may issue and may sell its authorized shares for such consideration per share, either in money or money's worth of property or services, or for such other considerations, whether greater or less, now or from time to time hereafter permitted by law, as may be fixed by the Board of Directors; and all shares so issued to be fully paid and nonassessable.

The express terms of each such class of stock are as follows:

Division A:

Express Terms of the Class A Common Stock:

Section 1. The Class A Common Stock shall be subject to the express terms of any issued and outstanding Preferred Stock, and each series thereof. Each share of Class A Common Stock shall be equal to

every other share of Class A Common Stock. The holders of shares of Common Stock shall be entitled to one (1) vote for each share of such stock upon all matters presented to the shareholders, and the holders of Class A and Class B Common Stock shall vote together as one (1) class on all matters.

Section 2. The holders of Class A Common Stock, in preference to the holders of Class B Common Stock and of any other class of shares ranking junior to the Class A Common Stock, shall be entitled to receive out of any funds legally available and when, if and as declared by the Board of Directors dividends in cash payable on the record dates fixed therefore by the Board of Directors from time to time.

Section 3. (a) Subject to the express terms of any Serial Preferred Stock, the holders of Class A Common Stock of all shall, in case of liquidation, dissolution, reorganization or winding up of the affairs of the corporation, (whether in bankruptcy, insolvency or receivership proceedings or upon a general assignment for the benefit of creditors or any marshaling of the assets and liabilities of the Corporation or otherwise), be entitled to receive in full out of the assets of the Corporation, including its capital, before any amount shall be paid or distributed among the holders of the Class B Common Stock, an amount equal to the purchase price paid for such Class A Common Stock less any cash dividends paid to date thereon. In case the net assets of the Corporation legally available therefor are insufficient to permit the payment upon all outstanding shares of Class A Common Stock of the full preferential amount to which they are respectively entitled, then such net assets shall be distributed ratably upon outstanding shares of Class A Common Stock in proportion to the full preferential amount to which each such share is entitled. After payment to holders of Class A Common Stock of the full preferential amounts as aforesaid, holders of Class B Common Stock shall be paid an amount equal to the percentage paid for such Class B Common Stock less any cash dividend paid to date thereon. Thereafter, the net assets shall be distributed ratably upon the Class A and Class B Common Stock.

(b) The merger or consolidation of the Corporation into or with any other corporation, or the merger of any other corporation into it, or the sale, lease or conveyance of all or substantially all the property or business of the Corporation, shall not be deemed to be a dissolution, liquidation or winding up, voluntary or involuntary, for the purposes of this Section 3.

Division B:

Express Terms of the Class B Common Stock:

Section 1. The Class B Common Stock shall be subject to the express terms of any issued and outstanding Class A Common Stock and Preferred Stock, and each such series thereof. Each share of Class B Common Stock shall be equal to every other share of Class B Common Stock. The holders of Class B Common Stock shall be entitled to one (1) vote for each share of stock upon all matters presented to the shareholders, and the holders of Class B Common Stock and the holders of Class A Common Stock shall vote together as one (1) class on all matters.

Section 2. The shares of Class B Common Stock shall be subordinated to the shares of Class A Common Stock in right of payment of dividends and upon the distribution of assets of the Company upon any dissolution, winding up, liquidation or reorganization of the Corporation as set forth in the terms of the Class A Common Stock.

Division C:

Express Terms of the Serial Preferred Stock:

Section 1. The Corporation may issue Preferred stock from time to time in one (1) or more series as the Board of Directors may establish by the adoption of a resolution relating thereto, each series to have such voting powers, full or limited, or no voting powers, and such designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, as shall be stated and expressed in the resolution or resolutions providing for the issue of such series adopted by the Board of Directors pursuant to authority to do so, which authority is hereby granted to the Board of Directors. By way of expansion and not limitation, the Board of Directors may determine:

- (a) The designation of the series, which may be by distinguishing number, letter or title.
- (b) The number of shares of the series, which number the Board of Directors may (except where otherwise provided in the

creation of the series) increase or decrease (but not below the number of shares thereof then outstanding).

- (c) The annual dividend rate (if any) of the series.
- (d) The dates at which dividends, if declared, shall be payable, whether said dividends shall be cumulative, and the dates from which dividends shall be cumulative.
- (e) Whether and to what extent, if any, the Preferred Stock of any series shall be senior in right of payment of dividends, or upon any event set forth in clause (h) of this Section 1, or otherwise, to any class of Common Stock or any other series of Preferred Stock.
- (f) The redemption rights, obligations and price or prices, if any, for shares of the series.
- (g) The terms and amount of any sinking fund which may be provided for the purchase or redemption of shares of the series.
- (h) The amounts payable on shares of the series in the event of any voluntary or involuntary liquidation, dissolution, reorganization or winding up of the affairs of the Corporation.
- (i) Whether the shares of the series shall be convertible into Common Shares and, if so, the conversion ratio, any adjustments thereof, and all other terms and conditions upon which such conversion may be made.
- (j) Restrictions on the issuance of shares of the same series or of any other class or series.

The Board of Directors, to the extent it deems necessary, appropriate or convenient, is authorized to adopt from time to time amendments to the Articles of Incorporation fixing or changing, with respect to each such series, the matters described in clauses (a) to (j) of this Section 1.

Section 2. The holders of Serial Preferred Stock shall be entitled to one (1) vote for each share; and, except as otherwise provided herein or required by law, the holders of Serial Preferred Stock and the

holders of Common Stock shall vote together as one (1) class on all matters.

FIFTH: No holder of stock of any class in this Corporation shall be entitled as of right to subscribe for any part of any stock of any class of the Corporation to be issued under the authorization contained in these Articles of Incorporation, or by reason of any increase of authorized capital stock of the Corporation. The Board of Directors in its unqualified discretion shall determine how and to whom any such shares shall be sold.

SIXTH: The corporation may purchase, from time to time and to the extent permitted by the laws of Florida, shares of any class of stock issued by it. Such purchases may be made either in the open market or at private or public sale, and in such manner and amounts, from such holder or holders of outstanding stock of the corporation and at such prices as the Board of Directors of the Corporation shall from time to time determine, and the Board of Directors is hereby empowered to authorize such purchases from time to time without any vote of the holders of any class of shares now or hereafter authorized and outstanding at the time of any such purchase.

SEVENTH: A. Each person who was or is made a party to or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a Director or officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a Director, officer, employee or agent or in any other capacity while serving as a Director, officer, employee or agent, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the Florida Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment), against all expense, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith and such indemnification shall continue as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators. The right to indemnification conferred in this Article shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that if the Florida Business Corporation

Act requires, the payment of such expenses incurred by a Director, officer, employee or agent in his or her capacity as a Director, officer, employee or agent (and not in any other capacity in which service was or is rendered by such person while a Director, officer, employee or agent, including, without limitation, service to an employee benefit plan) in advance of the final disposition of a proceeding shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such Director, officer, employee or agent, to repay all amounts so advanced if it shall ultimately be determined that such Director, officer, employee or agent is not entitled to be indemnified under this Article or otherwise.

B. If a claim under subsection A of this Article is not paid in full by the Corporation within thirty (30) days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the Corporation) that the claimant has not met the standards of conduct which make it permissible under the Florida Business Corporation Act for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel or its stockholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the Florida Business Corporation Act, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel or its stockholders) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

C. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of this Article of Incorporation, by-law, agreement, vote of stockholders or disinterested Directors or otherwise.

D. The Corporation may maintain insurance, at its expense, to protect itself and any Director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any such expense, liability or loss, whether or not the Corporation would have the power to

indemnify such person against such expense, liability or loss under the Florida Business Corporation Act.

E. As used in this Article, references to "the Corporation" shall include, in addition to the resulting or surviving corporation, any constituent corporation absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its Directors, officers, employees and agents, so that any person who is or was a Director, officer, employee or agent of such constituent corporation, or is or was serving at the request of such constituent corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Article with respect to the resulting or surviving corporation as he would have with respect to such constituent corporation if its separate existence had continued.

F. If this Article or any portion hereof shall be invalidated on any ground by any court of competent jurisdiction, then the Corporation shall nevertheless indemnify each Director, officer, employee and agent of the Corporation as to expenses (including attorneys' fees), judgments, fines and amounts paid in settlement with respect to any action, suit or proceeding, whether civil, criminal, administrative or investigative, including a grand jury proceeding and an action by the Corporation, to the fullest extent permitted by an applicable portion of this Article that shall not have been invalidated or by any other applicable law.

EIGHTH: Except as expressly provided in the Articles and except as may be otherwise required by law, or a lesser vote may be permitted by law, the Corporation may sell, lease or convey all or substantially all the property or business of the corporation or consolidate or merge with or into any other corporation or corporations, or amend the Articles of Incorporation, or take such other action as may require the authorization of shareholders, upon the affirmative vote of the holders of not less than a majority of the combined voting power of all classes of stock at the time outstanding and entitled to vote, and for any purpose as to which the vote of the shares of a particular class is required, upon the affirmative vote of the holders of not less than a majority of the voting power of such class.

NINTH: All powers conferred upon the Board of Directors in the Articles of Incorporation are in furtherance and not in limitation of the powers conferred by statute.

TENTH: These Amended and Restated Articles of Incorporation shall be the Articles of Incorporation of the Corporation and shall be substituted for and completely and in all respects, replace any Articles of Incorporation previously filed.