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BANC SHAREHOLDERS

of America

829 Bethel Rd #117 • Columbus, Ohio 43214

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DIVISION OF CORPORATIONS
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NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

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REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

Amended & Restated ART.

V. SHEPARD JUL 12 2000

Examiner's Initials

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BANCSHAREHOLDERS OF AMERICA, INC.

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BancShareholders of America, Inc., a corporation organized and existing under the laws of the State of Florida, does hereby certify as follows:

1. The name of the corporation is BancShareholders of America, Inc.
2. These Amended and Restated Articles of Incorporation contain amendments to the Articles of Incorporation and were duly approved by the unanimous written consent of the shareholders of the Corporation as of March 30, 2000 in accordance with the provisions of Sections 607.0704 and 607.1003 of the Florida Business Corporation Act and were duly adopted by the Board of Directors on March 30, 2000 in accordance with the provisions of Sections 607.0821, 607.1003 and 607.1007 of the Florida Business Corporation Act.

4. The text of the Amended and Restated Articles of Incorporation shall read in their entirety as follows:

FIRST: The name of said Corporation shall be BancShareholders of America, Inc.

SECOND: The Corporation's initial principal office is located at 829 Bethel Road #117, Columbus, Ohio 43214.

THIRD: The total number of shares which the Corporation has authority to issue is 20,000,000 shares consisting of 10,000,000 common shares, no par value per share ("Common Shares"), and 10,000,000 preferred shares, no par value per share ("Preferred Shares").

The Common Shares shall be divided into two classes, 8,750,000 shares being known as Class A Common Shares, and 1,250,000 being known as Class B Common Shares. The Class B Common Shares shall be distinguished from the Class A Common Shares in that holders of Class B Common Shares shall have rights to dividend payments and liquidation payments subordinate to the rights of the holders of Class A Common Shares and Class B Common Shares shall convert to Class A Common Shares at the rate of 25% per year commencing on February 28, 2001 and on each February 28th thereafter. In all other instances, the holders of the Class B Common Shares shall have the same rights, privileges and powers as the holders of the Class A Common Shares.

Preferred Shares may be issued from time to time in one or more series. The board of directors of the Corporation is hereby authorized to determine and alter all rights, preferences, and privileges and qualifications, limitations and restrictions thereof (including, without limitation, voting rights and the limitation and exclusion thereof) granted to or imposed upon any wholly unissued series of Preferred Shares and the number of shares constituting any such series and the designation thereof, and to increase or decrease (but not below the number of shares of such series then outstanding) the number of shares of any series subsequent to the issue of shares of that series

then outstanding. In case the number of shares of any series is so decreased, the shares constituting such reduction shall resume the status which such shares had prior to the adoption of the resolution originally fixing the number of shares of such series.

FOURTH: The Corporation's initial registered office is located at 1200 S. Pine Island Road Plantation, Florida 33324 and the Corporation's initial registered agent is CT Corporation System.

FIFTH: The Corporation, by its directors, may purchase or redeem shares of any class issued by it at such price and upon such terms as may be agreed upon between the directors and the selling shareholder or shareholders.

SIXTH: A director of the Corporation shall not be disqualified from his office by dealing or contracting with the Corporation either as a seller, purchaser or otherwise, nor shall any contract or transaction be void or voidable with respect to the Corporation for the reason that it is between the Corporation and one or more of its directors or officers, or between the Corporation and any other person in which one or more of its directors or any officers are directors, trustees, or officers, or have a financial or personal interest, or for the reason that one or more interested directors or officers participate in or vote at the meeting of the directors or a committee thereof which authorizes such contract or transaction, if in any such case (a) the material facts as to his or their relationship or interests and as to the contract or transaction are disclosed or are known to the directors or the committee and the directors or committee, in good faith reasonably justified by such facts, authorize the contract or transaction by the affirmative vote of a majority of the disinterested directors, even though the disinterested directors constitute less than a quorum; or (b) the material facts as to his or their relationship or interest and as to the contract or transaction are disclosed or are known to the shareholders entitled to vote thereon and the contract or transaction is specifically approved at a meeting of the shareholders held for such purpose by the affirmative vote of the holders of shares entitling them to exercise a majority of the voting power of the Corporation held by persons not interested in the contract or transaction; or (c) the contract or transaction is fair as to the Corporation as of the time it is authorized or approved by the directors, a committee thereof, or the shareholders. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the directors, or a committee thereof which authorizes the contract or transaction.

SEVENTH: Initially, Bradley T. Smith shall be the sole director of the Corporation. The number of directors may be increased or decreased from time to time in the manner provided in the Bylaws of the Corporation. Directors shall be elected and removed, and vacancies in the Board of Directors shall be filled, at the times and in the manner prescribed by the Bylaws of the Corporation.

EIGHTH: The Incorporator of the Corporation is Bradley T. Smith, 829 Bethel Road #117, Columbus, Ohio 43214.

ACTION BY UNANIMOUS WRITTEN CONSENT
OF THE SHAREHOLDERS OF
BANCSHAREHOLDERS OF AMERICA, INC.

The undersigned, being all of the shareholders of BancShareholders of America, Inc., a Florida corporation (the "Corporation"), pursuant to Section 607.0704 of the Florida Statutes do hereby waive notice of and dispense with the holding of a Special Meeting of the shareholders of the Corporation and adopt the following resolutions by their written consent:

WHEREAS, the Director of the Corporation has proposed to amend and restate the Corporation's Articles of Incorporation; and

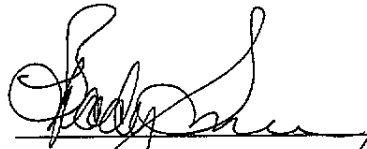
WHEREAS, the undersigned Shareholders deem it to be in the best interest of the Corporation to amend and restate its Articles of Incorporation.

NOW, THEREFORE, BE IT RESOLVED, that the undersigned Shareholders approve the Amended and Restated Articles of Incorporation, a draft of which was previously delivered to the Shareholders;

RESOLVED FURTHER, that the Director and officers of the Corporation are authorized to make a certificate setting forth the amendment described above and to file such certificate with the office of the Secretary of State of the State of Florida and to take all such other actions that they deem necessary or advisable to carry out the purpose and intent of the foregoing resolution.

RESOLVED FURTHER, that this written consent may be executed in any number of counterparts with the same effect as if all the shareholders had signed the same document, and all counterparts shall be construed together and shall constitute one written consent.

IN WITNESS WHEREOF, the undersigned, being all of the shareholders of BancShareholders of America, Inc. have hereunto set their hands as of this 30th day of March, 2000.



Bradley Smith
President
