

P98000082261

JOHN P. GREELEY

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255 SOUTH ORANGE AVENUE  
ORLANDO, FLORIDA 32801  
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ORLANDO, FLORIDA 32802-2254  
TELEPHONE (407) 843-7300  
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September 2, 1998

Florida Secretary of State  
Division of Corporations  
Bureau of Corporate Records  
P. O. Box 6327  
Tallahassee, FL 32314

Re: Gateway American Bancshares, Inc.

500002635515--1  
-09/09/98--01065--013  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir/Madam:

Please find enclosed the following documents relating to the above-referenced corporation:

1. Original Articles of Incorporation submitted for filing;
2. A check in the amount of \$122.50 (\$35.00 for filing fee; \$52.50 for one certified copy of the Articles of Incorporation; and \$35.00 for Certificate Designating Registered Agent); and
3. A photocopy of the executed Articles of Incorporation.

Kindly file the enclosed documents as soon as possible and return to us a certified copy of the Articles of Incorporation. A prepaid self-addressed envelope is enclosed. If you have any questions regarding the enclosed, please call me immediately.

We appreciate your assistance.

Very truly yours,

John P. Greeley

JPG:erw  
Enclosures  
Copy to:

Mr. John J. Lyons

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98 SEP 22 AM 8:38  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

September 15, 1998

JOHN P. GREELEY, ESQUIRE  
POST OFFICE BOX 2254  
ORLANDO, FL 32802-2254

SUBJECT: GATEWAY AMERICAN BANCSHARES, INC.  
Ref. Number: W98000021059

We have received your document for GATEWAY AMERICAN BANCSHARES, INC. and your check(s) totaling \$122.50. 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.

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) 487-6933.

Dana Calloway  
Document Specialist

Letter Number: 598A00046723



ROBERT F. MILLIGAN  
COMPTROLLER OF FLORIDA

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

September 17, 1998

John P. Greeley  
Smith, MacKinnon, Greeley,  
Cowdoin & Edwards  
Post Office Box 2254  
Orlando, FL 32802-2254

Dear Mr. Greeley:

Re: "Gateway American Bancshares, Inc."

Reference is made to your letter/fax dated September 16, requesting approval of the above-referenced corporate name which will be a bank holding company of Gateway American Bank of Florida located in Ft. Lauderdale, Florida.

As Section 655.922(2)(a), Florida Statutes, exempts a financial institution, holding company or its subsidiaries from the prohibition against using the word "bank", "banker", "banking", "trust company", "savings and loan association", "savings bank", or "credit union" in its corporate name, the Division of Banking will not object to the use of the above corporate name being registered as a foreign/domestic corporation to transact business in the State of Florida.

Sincerely,

A handwritten signature in cursive script, appearing to read "Art Simon".

Art Simon  
Director  
Division of Banking  
101 E. Gaines Street  
Fletcher Bldg.-6th Floor  
Tallahassee, FL 32399-0350  
(850) 488-1111

:kr

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

ARTICLES OF INCORPORATION  
OF  
GATEWAY AMERICAN BANCSHARES, INC.

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned, being of legal age and desiring to form a corporation (hereinafter referred to as the "Corporation") pursuant to the provisions of the Florida Business Corporation Act, as amended (such Act, as amended from time to time, is hereinafter referred to as the "Act"), executes the following Articles of Incorporation.

ARTICLE I

Name

The name of the Corporation is Gateway American Bancshares, Inc.

ARTICLE II

Duration

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall have perpetual duration unless sooner dissolved according to law.

ARTICLE III

Purpose and General Powers

The general purpose of the Corporation shall be the transaction of any and all lawful business for which corporations may be incorporated under the Act. The Corporation shall have all of the powers enumerated in the Act and all such other powers as are not specifically prohibited to corporations for profit under the laws of the State of Florida.

## ARTICLE IV

### Capital Stock

#### A. Number and Class of Shares Authorized; Par Value.

The Corporation is authorized to issue the following shares of capital stock:

(1) Common Stock. The aggregate number of shares of common stock (referred to in these Articles of Incorporation as "Common Stock") which the Corporation shall have authority to issue is 20,000,000 with a par value of \$0.01 per share.

(2) Preferred Stock. The aggregate number of shares of preferred stock (referred to in these Articles of Incorporation as "Preferred Stock") which the Corporation shall have authority to issue is 5,000,000 with a par value of \$.01 per share.

#### B. Description of Remaining Shares of Preferred Stock.

The terms, preferences, limitations and relative rights of the shares of Preferred Stock are as follows:

(1) Dividends on the outstanding shares of Preferred Stock shall be declared and paid or set apart for payment before any dividends shall be declared and paid or set apart for payment on the outstanding shares of Common Stock with respect to the same quarterly period. Dividends on any shares of Preferred Stock shall be cumulative only if and to the extent determined by resolution of the Board of Directors, as provided below. In the event of any liquidation, dissolution, or winding up of the affairs of the Corporation, whether voluntary or involuntary, the outstanding shares of Preferred Stock shall have preference and priority over the outstanding shares of Common Stock for payment of the amount, if any, to which shares of each outstanding series of Preferred Stock may be entitled in accordance with the terms and rights thereof and each holder of Preferred Stock shall be entitled to be paid in full such amount, or have a sum sufficient for the payment in full set aside, before any such payments shall be made to the holders of Common stock.

(2) The Board of Directors is expressly authorized at any time and from time to time to provide for the issuance of shares of Preferred Stock in one or more series, with such voting powers, full or limited (including, by way of illustration and not limitation, in excess of one vote per share), or without voting powers, and with such designations, preferences and relative participating, option or other rights, qualifications, limitations or restrictions, as shall be fixed and determined in the resolution or resolutions providing for the issuance thereof adopted by the Board of Directors, and as are not stated and expressed in these Articles of Incorporation or any amendment hereto, including (but without limiting the generality of the foregoing) the following:

(a) The distinctive designation of such series and the number of shares which shall constitute such series, which number may be increased (except where otherwise provided by the Board of Directors in creating such series) or decreased (but not below the number of shares thereof then outstanding) from time to time by resolution of the Board of Directors; and

(b) The rate and manner of payment of dividends payable on shares of such series, including the dividend rate, date of declaration and payment, whether dividends shall be cumulative, and the conditions upon which and the date from which such dividends shall be cumulative; and

(c) Whether shares of such series shall be redeemed, the time or times when, and the price or prices at which, shares of such series shall be redeemable, the redemption price, the terms and conditions of redemption, and the sinking fund provisions, if any, for the purchase or redemption of such shares; and

(d) The amount payable on shares of such series and the rights of holders of such shares in the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation; and

(e) The rights, if any, of the holders of shares of such series to convert such shares into, or exchange such shares for, shares of Common Stock, other securities, or shares of any other class or series of Preferred Stock and the terms and conditions of such conversion or exchange; and

(f) The voting rights, if any, and whether full or limited, of the shares of such series, which may include no voting rights, one vote per share, or such higher number of votes per share as may be designated by the Board of Directors; and

(g) The preemptive or preferential rights, if any, of the holders of shares of such series to subscribe for, purchase, receive, or otherwise acquire any part of any new or additional issue of stock of any class, whether now or hereafter authorized, or of any bonds, debentures, notes, or other securities of the Corporation, whether or not convertible into shares of stock with the Corporation.

(3) Except in respect of the relative rights and preferences that may be provided by the Board of Directors as hereinbefore provided, all shares of Preferred Stock shall be identical, and each share of a series shall be identical in all respects with the other shares of the same series. When payment of the consideration for which shares of Preferred Stock are to be issued shall have been received by the Corporation, such shares shall be deemed to be fully paid and nonassessable.

C. Common Stock Voting Rights.

Each record holder of Common Stock shall be entitled to one vote for each share held. Holders of Common Stock shall have no cumulative voting rights in any election of directors of the Corporation.

D. Preemptive Rights.

Holders of Common Stock shall not have as a matter of right any preemptive or preferential right to subscribe for, purchase, receive, or otherwise acquire any part of any new or additional issue of stock of any class, whether now or hereafter authorized, or of any bonds, debentures, notes, or other securities of the Corporation, whether or not convertible into shares of stock of the Corporation.

ARTICLE V

Initial Registered Office and Agent; Principal Place of Business

The initial registered office of this Corporation shall be located at the City of Ft. Lauderdale, County of Broward and State of Florida, and its address there shall be, at present, 1451 N.W. 62nd Street, Suite 212, 33309-1953 and the initial registered agent of the Corporation at that address shall be John J. Lyons. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation. The principal place of business and the mailing address of the Corporation shall be: 1451 N.W. 62nd Street, Suite 212, Ft. Lauderdale, FL 33309-1953.

ARTICLE VI

Initial Board of Directors

The initial Board of Directors of the Corporation shall consist of one director. The name and street address of the initial director of this Corporation is:

<u>Name</u>	<u>Address</u>
John J. Lyons	1451 N.W. 62nd Street, Suite 212 Ft. Lauderdale, FL 33309-1953

## ARTICLE VII

### Incorporator

The name and street address of the person signing these Articles of Incorporation as Incorporator are:

John J. Lyons  
1451 N.W. 62nd Street, Suite 212  
Ft. Lauderdale, FL 33309-1953

## ARTICLE VIII

### Bylaws

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

## ARTICLE IX

### 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 shareholders is subject to this reservation.

## ARTICLE X

### Headings and Captions

The headings or captions of these various Articles of Incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

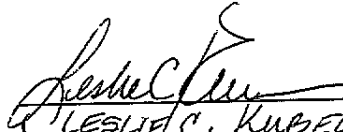


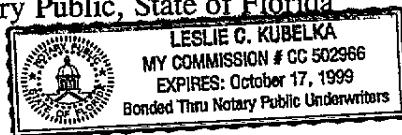
IN WITNESS WHEREOF, the undersigned does hereby make and file these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets his hand and seal this 12<sup>th</sup> day of September, 1998.

John J. Lyons

STATE OF FLORIDA     )  
COUNTY OF BROWARD   )

The foregoing instrument was acknowledged before me this 12<sup>th</sup> day of September, 1998, by John J. Lyons, who is personally known to me and who did not take an oath.

  
\_\_\_\_\_  
LESLIE C. KUBELKA  
Print Name Below Signature  
Notary Public, State of Florida



**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED  
AGENT UPON WHOM PROCESS MAY BE SERVED**

is submitted: In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following

Gateway American Bancshares, Inc. (the "Corporation") desiring to organize as a domestic corporation or qualify under the laws of the State of Florida has named and designated John J. Lyons as its Registered Agent to accept service of process within the State of Florida with its registered office located at 1451 N.W. 62nd Street, Suite 212, Ft. Lauderdale, FL 33309-1953.

**ACKNOWLEDGEMENT**

Having been named as Registered Agent for the Corporation at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations relating to service as a registered agent, as the same may apply to the Corporation; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated this 1st day of September, 1998.

  
\_\_\_\_\_  
John J. Lyons, Registered Agent

**FILED**  
98 SEP 22 AM 8:38  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA