



**THE UNITED STATES  
CORPORATION  
COMPANY**

*P991000067542*

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99 JUL 21 PM 1:32

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 322117 80746A

AUTHORIZATION

*Patricia Pizito*

COST LIMIT : \$ 78.75

ORDER DATE : July 28, 1999

ORDER TIME : 10:37 AM

ORDER NO. : 322117-005

100002943891--7

CUSTOMER NO: 80746A

CUSTOMER: Keith Sands, Esq  
FRANSON ALDRIDGE & SANDS, P.A.  
FRANSON ALDRIDGE & SANDS, P.A.  
Suite 200  
1551 Atlantic Boulevard  
Jacksonville, FL 32207

DOMESTIC FILING

NAME: CENTER BANK, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jamela Abaied

EXAMINER'S INITIALS:

*Jamela Abaied* GAVE

AUTHORIZATION BY PHONE TO

CORRECT

DATE

DOC. EXAM

*five original*  
*date of submission 7/2/99*  
*2/27/99*

RECEIVED  
99 JUL -2 PM 1:37  
STATE  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

July 2, 1999

CSC  
1201 HAYS ST.  
TALLAHASSEE, FL 32301

SUBJECT: CENTER BANK, INC.  
Ref. Number: W99000015454

We have received your document for CENTER BANK, INC. and your check(s) totaling \$. 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:

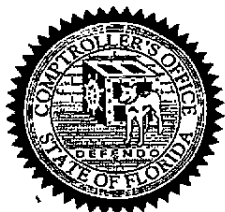
Division of Banking  
Director's Office  
101 E. Gaines St.  
Fletcher Bldg., 6th Floor.  
Tallahassee, FL 32399-0350  
(850) 410-9111.

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) 487-6927.

Tracy Smith  
Document Specialist

Letter Number: 599A00034947



ROBERT F. MILLIGAN  
COMPTROLLER OF FLORIDA

## OFFICE OF THE COMPTROLLER

DEPARTMENT OF BANKING AND FINANCE

STATE OF FLORIDA

TALLAHASSEE

32399-0350

July 20, 1999

J. Keith M. Sands  
Franson, Alridge and Sands  
1551 Atlantic Boulevard  
Suite 200  
Jacksonville, FL 32207-3373

Dear Mr. Sands:

Re: "Center Bank, Inc."

Reference is made to your letter/fax dated July 19, requesting approval of the above-referenced corporate name which will be a holding company for CenterBank of Jacksonville, N.A., Jacksonville, 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 to transact business in the state of Florida.

Use of the name is predicated upon timely submission of an application to the Federal Reserve and approval thereby. Please notify this office when the application is made to the Federal Reserve for approval as a bank holding company.

Please be advised that the name "Florida Center Bank, Inc.", may not be used for any purpose in Florida apart from a bank holding company lawfully authorized by the Federal Reserve.

Sincerely,

Art Simon  
Director  
Division of Banking  
101 E. Gaines Street  
Fletcher Bldg.-6th Floor  
Tallahassee, FL 32399-0350  
(850) 410-9111

:kr

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

**ARTICLES OF INCORPORATION  
OF  
CENTER BANK, INC.**

FILED

99 JUL 2 4PM 1:32

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**  
Name

The name of this corporation is **CENTER BANK, INC.**

**ARTICLE II**  
Nature of Business

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE III**  
Capital Stock

The authorized capital of this corporation shall be one thousand (1,000) shares of common stock with a par value of \$0.01 per share.

**ARTICLE IV**  
Term of Existence

This corporation shall exist perpetually.

**ARTICLE V**  
Address

The initial street address of the principal office of this corporation is:

1551 Atlantic Blvd., Suite 200  
Jacksonville, FL 32207

The Board of Directors may from time-to-time move the principal office to any other address in Florida.

**ARTICLE VI**  
Directors

This corporation shall have three (3) directors initially. The number of Directors may be increased or decreased from time to time, by Bylaws adopted by the shareholders.

ARTICLE VII  
Initial Director

The name and street address of the member of the first Board of Directors is:

|                       |  |
|-----------------------|--|
| Raymond K. Mason, Jr. | 1551 Atlantic Blvd., Suite 200, Jacksonville, FL 32207 |
| T. Keith Perry        | 1551 Atlantic Blvd., Suite 200, Jacksonville, FL 32207 |
| Charles J. Franson    | 1551 Atlantic Blvd., Suite 200, Jacksonville, FL 32207 |

ARTICLE VIII  
Incorporator

The name and address of the person signing these Articles of Incorporation is:

J. KEITH M. SANDS, ESQUIRE  
1551 Atlantic Blvd., Suite 200  
Jacksonville, FL 32207

ARTICLE IX  
Section 1244 Stock

The Board of Directors is authorized to issued "Section 1244 Stock", as defined by Section 1244 of the Internal Revenue Code as the same may be amended from time-to-time.

ARTICLE X  
Initial Registered Office and Agent

The street address of the initial registered office of this corporation is:

1551 Atlantic Boulevard, Suite 200  
Jacksonville, FL 32207

The name of the registered agent of this corporation located at the address above is:

FRANSON, ALDRIDGE & SANDS, P.A.

ARTICLE XI  
Amendment

These Articles of Incorporation may be amended, altered, changed, or repealed at any time, and from time-to-time, in the manner now or hereafter prescribed by the applicable Florida Statutes, and all rights conferred on a shareholder herein are granted subject to this reservation.

Every amendment shall be approved 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, unless all the Directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XII  
Effective Date

The existence of this corporation shall commence upon the filing of these Articles of Incorporation by the Office of the Secretary of State of the State of Florida.

ARTICLE XIII  
Acceptance of Appointment as Registered Agent

Pursuant to Section 607.034, 607.037, and 607.325, Florida Statutes, the undersigned certifies that he is familiar with and accepts the obligations of the aforementioned statutes as the initial registered agent of this corporation.

FRANSON, ALDRIDGE & SANDS, P.A.

  
J. KEITH M. SANDS, Vice President

The undersigned submits these Articles of Incorporation for the purpose of filing same with the Office of the Secretary of State of the State of Florida.

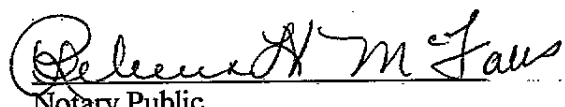
  
J. KEITH M. SANDS, Incorporator

STATE OF FLORIDA  
COUNTY OF DUVAL

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments, personally appeared J. Keith M. Sands, to me known to be the person described herein as the incorporator and who executed the foregoing Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named above this 27<sup>th</sup> day of July, 1999.

REBECCA H. McFALLS  
NOTARY PUBLIC, STATE OF FLORIDA  
My commission expires Oct. 29, 2000  
Commission No. CC579200

  
Notary Public  
My Commission Expires:

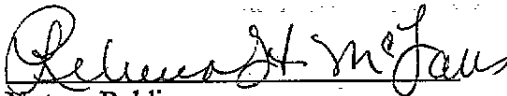
FILED  
99 JUL 27 PM 1:32  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

• STATE OF FLORIDA  
COUNTY OF DUVAL

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments, personally appeared J. Keith M. Sands, Vice President of Franson, Aldridge & Sands, P.A. to me known to be the person described herein and who executed the foregoing Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named above this 27<sup>th</sup> day of July, 1999.

REBECCA H. McFALLS  
NOTARY PUBLIC, STATE OF FLORIDA  
My commission expires Oct. 29, 2000  
Commission No. CC579200

  
Notary Public  
My Commission Expires: