

P99000093835  
TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**SUBJECT:** Members 1st Financial Services, Inc.  
(Proposed corporate name - must include suffix)

900003024569--1  
-10/26/99--01001--023  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee  
& Certificate

~~\$122.50~~  
Filing Fee  
& Certified Copy

☐ \$122.50  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

**FROM:** F. Palmer Williams, Esq.  
Name (Printed or typed)

Williams & Gautier, P.A.  
Post Office Box 4128  
Address

Tallahassee, FL 32315-4128  
City, State & Zip

850-386-3300  
Daytime Telephone number

RECEIVED  
99 OCT 25 PM 4:09  
DEPT. OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
APPROVED  
AND  
FILED  
99 OCT 25 PM 4:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**NOTE:** Please provide the original and one copy of the articles.

TS 10/25/99

**ARTICLES OF INCORPORATION**

**OF**

**MEMBERS 1st FINANCIAL SERVICES, INC.**

The undersigned incorporator to these Articles of Incorporation, a corporation competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I  
NAME**

The name of this Corporation is MEMBERS 1st FINANCIAL SERVICES, INC. (the "Corporation").

**ARTICLE II  
PURPOSE OF BUSINESS**

The purpose of the Corporation is primarily to provide financial management programs to credit unions and members of credit unions and to make available up-to-date and competitive insurance, annuity and equity products to the credit unions and their members.

**ARTICLE III  
NATURE OF BUSINESS**

The general nature of the business to be transacted by the Corporation is:

To provide financial management programs to credit unions and members of credit unions and to make available up-to-date and competitive insurance, annuity and equity products to the credit unions and their members; to manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or

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otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services, of every class, kind and description.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers or corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

#### **ARTICLE IV CAPITAL STOCK**

The aggregate number of shares which the Corporation shall have authority to issue is 10,250, of which 10,000 shares with a

par value of ten cents (\$0.10) per share shall be designated "Class A Shares" and 250 shares with par value of ten cents (\$0.10) per share shall be designated "Class B Shares." The corporation, United Datatronics, Inc., a Florida corporation, its successors or assigns, shall be the sole owner of Class A Shares of stock. Class B Shares of stock may be owned only by credit unions organized under the laws of any state of the United States of America or under a federal charter of the United States of America.

The relative rights, privileges, and limitations of the Class A Shares and Class B Shares shall be in all respects identical, share for share, except that the voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the Class A Shares and, except as otherwise required by law, the holders of the Class B Shares shall not have any voting power or be entitled to receive any notice of meetings of shareholders.

No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

**ARTICLE V  
CAPITALIZATION**

The amount of capital with which the Corporation will begin business is \$5,000.00.

**ARTICLE VI  
TERM OF EXISTENCE**

The Corporation shall exist in perpetuity.

**ARTICLE VII  
ADDRESS OF PRINCIPAL OFFICE,  
ADDRESS OF INITIAL REGISTERED OFFICE  
AND NAME OF REGISTERED AGENT**

The street address of the principal office of the Corporation is 1605-102 E. Plaza Drive, Tallahassee, Florida 32308. The Board of Directors may from time to time move the registered office to any other address in Florida. The initial registered agent of the Corporation is F. Palmer Williams, whose business address is 2010 Delta Boulevard, Tallahassee, Florida 32303.

**ARTICLE VIII  
DIRECTORS**

The Corporation shall have a minimum of five (5) directors, initially. The number of directors may be increased or diminished from time to time, by By-Laws adopted by the stockholders. One of the Directors shall be the President/CEO of United Datatronics, Inc., a Florida corporation. The other directors shall be the President/CEO of the credit unions that own Class B stock and an officer of CUNA Mutual Group.

**ARTICLE IX  
INITIAL DIRECTORS**

The names and addresses of the members of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
Ray E. Cromer, Jr.	United Datatronics, Inc. 1605-102 East Plaza Drive Tallahassee, FL 32308
Ronald W. Fye	Florida Commerce Credit Union 2330 Mahan Drive Tallahassee, FL 32308
Randall J. Mims	Florida State University Credit Union 431 S. Woodward Avenue Tallahassee, FL 32316
William C. Enfinger	FSH Employees Credit Union 303 E. Washington Street Chattahoochee, FL 32324
Ronald S. Williams	Account Vice President Southeast Marketing Division CUNA Mutual Group 3137 O'Brien Drive Tallahassee, FL 32308

**ARTICLE X  
INCORPORATORS**

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

<u>Name</u>	<u>Address</u>
United Datatronics, Inc.	1605-102 E. Plaza Drive Tallahassee, FL 32308

ARTICLE XI  
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

UNITED DATATRONICS, INC.

By: Ray E. Cromer, Jr.

RAY E. CROMER, JR.  
Its President/CEO

(CORPORATE SEAL)

STATE OF FLORIDA  
COUNTY OF LEON.

The foregoing instrument was acknowledged before me this 21 day of October, 1999, by RAY E. CROMER, JR., as President of UNITED DATATRONICS, INC., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced \_\_\_\_\_ as identification.

Laura A. Coatney  
Signature



Laura A. Coatney  
MY COMMISSION # CC528015 EXPIRES  
February 9, 2000  
BONDED THRU TROY FAIR INSURANCE, INC.

Print or type name

NOTARY PUBLIC

My Commission # \_\_\_\_\_

Expires: \_\_\_\_\_

ACCEPTANCE BY REGISTERED AGENT

F. PALMER WILLIAMS, having been named as the registered agent in the foregoing Articles of Incorporation of MEMBERS 1st FINANCIAL SERVICES, INC., to accept service of process for the Corporation at 2010 Delta Boulevard, Tallahassee, FL 32303, hereby agrees to act as the registered agent and comply with the laws of the State of Florida relative to such position.



F. PALMER WILLIAMS

member1st\articles

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