

CT CORPORATION

F02000003810

CORPORATION(S) NAME

ICBA Financial Services Corporation

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 JUL 25 PM 2:32

FILED

SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

02 JUL 25 PM 2:09

RECEIVED

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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Change of RA |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Photocopies | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem |
| <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 | | |

Name _____
 Availability _____
 Document _____
 Examiner _____
 Updater _____
 Verifier _____
 W.P. Verifier _____

7/25/02

F02-3810
QR

Order#: 5490713

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Ref#: _____

***70.00 ***70.00

Amount: \$ _____

660 East Jefferson Street
 Tallahassee, FL 32301
 Tel. 850 222 1092
 Fax 850 222 7615

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

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1. ICBA FINANCIAL SERVICES CORPORATION
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 07/21/1993 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. _____ **upon qualification** _____
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 775 Ridge Lake Blvd., Ste. 185, Memphis, TN 38120
(Principal office address)
same
(Current mailing address)

8. SALE OF MUTUAL FUNDS & VARIABLE ANNUITIES TO COMMUNITY BANK CUSTOMERS
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

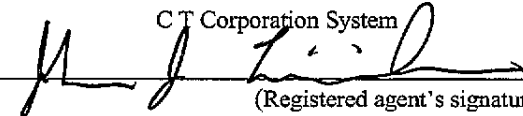
Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By: 
C T Corporation System
(Registered agent's signature)
John J. Linnihan, Asst. VP

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: ~~William W. Reid~~ SEE ATTACHED LIST

Address: ~~775 Ridge Lake Blvd., Ste. 185~~
~~Memphis, TN 38120~~

Vice Chairman: _____

Address: _____

Director: Jeff Gerhart

Address: 775 Ridge Lake Blvd., Ste. 185
Memphis, TN 38120

Director: Kenneth Guenther

Address: 775 Ridge Lake Blvd., Ste. 185
Memphis, TN 38120

B. OFFICERS

President: William W. Reid

Address: 775 Ridge Lake Blvd., Ste. 185
Memphis, TN 38120

Vice President: _____

Address: _____

Secretary: Gary Teagno

Address: 775 Ridge Lake Blvd., Ste. 185, Memphis, TN 38120

Treasurer: Jeff Gerhart

Address: 775 Ridge Lake Blvd., Ste. 185, Memphis, TN 38120

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Harold DeVries CFO
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. HAROLD DE VRIES CFO
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

ICBA FINANCIAL SERVICES

DIRECTORS & OFFICERS

NAME	BANK NAME	STREET ADDRESS	ADDRESS	CITY, STATE, ZIP CODE	SS #
ANTHONY ABBATE DIRECTOR	Interchange State Bank HOME ADDRESS:	Park 80 West/Plaza 2 6 Robin Hood Court		Saddle Brook, NJ 07663 Montvale, NJ 07645	C
KENNETH GUENTHER DIRECTOR	ICBA HOME ADDRESS:	One Thomas Circle, NW Ste 400 4513 Dalton Road		Washington, DC 20005 Chevy Chase, MD 20815	
ROBERT GULLEDGE DIRECTOR	Citizens Bank, Inc. HOME ADDRESS:	Hwy 104 & Palmer St 483 Main Str	PO Box 569 PO Box 846	Robertsdale, AL 36567 Robertsdale, AL 36567	
CLAY HENRY DIRECTOR	The Harleysville Bank & Trust Co HOME ADDRESS:	483 Main Str		Harleysville, PA 19435-0195	
JAMES RIFFE DIRECTOR	Highlands Union Bank HOME ADDRESS:	340 W Main St	PO Box 1128	Abingdon, VA 24210	
NANCY RUYLE BOARD CHAIRMAN	Citizens Bank of Rogersville HOME ADDRESS:	100 E Front St 5618 S Stirling Way	PO Box 50	Rogersville, MO 65742 Springfield, MO 65809	
A. PIERCE STONE DIRECTOR	Virginia Community Bank HOME ADDRESS:	114 Industrial Dr	PO Box 888	Louisa VA 23093-0888	
HAROLD L. DEVRIES TREASURER/CFO	ICBA HOME ADDRESS:	518 Lincoln Road 2505 Le Homme Dieu View NE	PO Box 267	Sauk Centre, MN 56378 Alexandria, MN 56308	
WILLIAM W. REID DIRECTOR/PRES & CEO	ICBA Financial Services Corp HOME ADDRESS:	775 Ridge Lake Blvd Ste #185 3440 Alfred Drive		Memphis, TN 38120 Memphis, TN 38133	
GARY TEAGNO SECRETARY	ICBA Community Banking Network HOME ADDRESS:	2107 Wilson Blvd Ste 400 307 S Adam St	PO Box 9376	Arlington, VA 22201 Arlington, VA 22204	

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Delaware

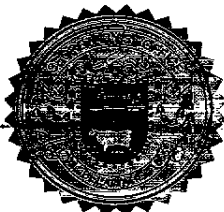
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ICBA FINANCIAL SERVICES CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTEENTH DAY OF JULY, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2344512 8300

AUTHENTICATION: 1888703

020458055

DATE: 07-17-02