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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

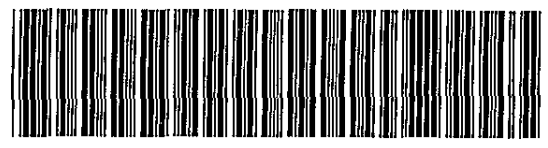
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SECRETARY OF STATE
OFFICE OF CORPORATIONS
JUN 7 7 AM 8:49

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Heartland Bank
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Roger Messner, Senior Vice President
(Name of Person)

Heartland Bank W0316444
(Firm/Company)

4801 Town Center Drive
(Address)

Lowwood, KS 66211
(City/State and Zip code)

For further information concerning this matter, please call:

Roger Messner at (913) 663-5656
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee \$78.75 Filing Fee & Certificate of Status \$78.75 Filing Fee & Certified Copy \$87.50 Filing Fee, Certificate of Status & Certified Copy



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

June 9, 2003

ROGER MESSNER, SENIOR VICE PRESIDENT
HEARTLAND BANK
4801 TOWN CENTER DRIVE
LEAWOOD, KS 66211

SUBJECT: HEARTLAND BANK
Ref. Number: W03000016444

We have received your document for HEARTLAND BANK and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

~~The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.~~

*per
GH*

The designation of the registered agent must be at a Florida street address.

Written approval and clearance of the terms BANK, BANKER, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION or words of similar import, must be obtained from the Office of Financial Institutions, pursuant to section 655.922(2a), Florida Statutes.

*rec'd
6/23,
attached*

Enclosed is a "Name Approval Request" form to be filled out and sent to the address indicated on the form. If the proposed name is approved by the Office of Financial Institutions, resubmit the document and approval letter to the Division of Corporations for filing.

Please return 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) 245-6958.

Lee Rivers
Document Specialist

Letter Number: 503A00035952



DEPARTMENT OF FINANCIAL SERVICES

June 20, 2003

Mr. Roger Messner, CRCM
Senior Vice President
Heartland Bank
Post Office Box 7987
Leawood, Kansas 66207-0987

Re: Heartland Bank

Dear Mr. Messner:

Thank you for your recent letter/fax requesting approval for use of the above-referenced name to be used within the state of Florida.

Section 655.922, Florida Statutes, exempts a financial institution, holding company or its subsidiaries from the prohibition of using the word "bank," "banker," "banking," "trust company," "savings and loan association," "savings bank," or "credit union" in its corporate name. Therefore, the Office of Financial Institutions will not object to the use of the above-referenced name being registered to transact business as a foreign corporation in this state.

However, this does not give one the authority to act in any lending capacity until all licensing requirements have been met within this state, pursuant to Chapter 494, Florida Statutes, Mortgage Brokerage and Mortgage Lending. Please contact our Bureau of Finance Regulation at 850/410-9500 to determine what licensing requirements may be required.

Also in response to your question of a "suffix" being required with your name, Division of Corporations was contacted and they did indicate a "suffix" was not required.

Sincerely,

A handwritten signature in black ink, appearing to read "Linda B. Charity", is written over a horizontal line.

Linda B. Charity
Deputy Director

LBC:ker

cc: Karon Beyer, Chief, Bureau of Commercial Recordings
Division of Corporations, Secretary of State's Office

William T. Sims, Bureau of Finance Regulation



June 23, 2003

Mr. Lee Rivers
Documents Specialist
Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Dear Mr. Rivers:

Enclosed you will find a copy of your letter dated June 9, 2003 and a copy of our original application, and a letter dated June 20, 2003 from the Department of Financial Services.

I hope the information in all of the enclosed documents will be sufficient for you to review and approve our application to conduct business in your state. If you have further questions, please contact the undersigned at (913) 663-5656.

Sincerely,

A handwritten signature in black ink, appearing to read "Roger Messner", followed by a horizontal line.

Roger Messner, CRCM
Senior Vice President
Heartland Bank
P.O. Box 7987
Leawood, Kansas 66207-0987



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

June 26, 2003

ROGER MESSNER, SENIOR VICE PRESIDENT
HEARTLAND BANK
PO BOX 7987
LEAWOOD, KS 66207-0987

SUBJECT: HEARTLAND BANK
Ref. Number: W03000016444

We have received your document for HEARTLAND BANK and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Thank you for your letter and the documents you returned. We are retaining the name approval letter and your certificate from Kansas. We are returning to you the copy of your application which you sent for two reasons: because we must have an original application with original signatures, and because your registered agent designation must be at a Florida street address. Your original application was returned to you with our letter of June 9, 2003, requesting this correction: a copy of our letter is attached.

Please return 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) 245-6958.

Lee Rivers
Document Specialist

Letter Number: 303A00038806



July 2, 2003

Mr. Lee Rivers
Documents Specialist
Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Dear Mr. Rivers:

Enclosed you will find a copy of your letters dated June 26, 2003 and June 9, 2003, and a new original application from our bank. The new application identifies a Florida Registered Agent with a Florida street address.

I hope the new original application addresses the items in your letters dated June 26, 2003 and June 9, 2003. If you have further questions, please contact the undersigned at (913) 663-5656.

Sincerely,

A handwritten signature in black ink, appearing to read "Roger Messner", with a long horizontal line extending to the right.

Roger Messner, CRCM
Senior Vice President
Heartland Bank
P.O. Box 7987
Leawood, Kansas 66207-0987

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.

1. Heartland Bank
(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. Kansas 3. 48-0109140
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 02-04-1904 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. 4801 Town Center Drive, Leawood, KS 66211
(Principal office address)
P.O. Box 7987, Leawood, KS 66207-0987
(Current mailing address)

8. Commercial Bank, FDIC # 01361
(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: Paul Smith

Office Address: 2050 Isla Vista Lane

Naples, Florida 34105
(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.

Paul Smith
(Registered agent's signature)

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 → See attached list

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS → See attached list.

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. J. J. [Signature], SUP
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Roger L. Messner
(Typed or printed name and capacity of person signing application)

12. Names and Business address of directors and/or officers.

A. Directors

Chairman: Robert S. Wholey, 1008 W 69th Street, Kansas City, Missouri 64113
President/CEO: Mark Fitzpatrick, 1241 W 62nd Street, Kansas City, Missouri 64113
Director: Richard J. Mathews, 13117 Winsor Circle, Leawood, Kansas 66209
Director: Robert L. Mogren, 3101 W 75th Street, Prairie Village, Kansas 66208
Director: Charles R. Monroe, 10007 Cedar, Overland Park, Kansas 66207
Director: Richard O. Thompson, 26430 W 108th Street, Olathe, Kansas 66207

B. Officers

President/CEO: Mark Fitzpatrick, 1241 W 62nd Street, Kansas City, Missouri 64113
Senior Vice President: Roger Messner, 12475 S. Alden Circle, Olathe, Kansas 66062
Senior Vice President: Michael Tomandl, 5221 MCCoy, Shawnee, Kansas 66226
Vice President: Craig Leible, 5207 W 156th Street, Overland Park, Kansas 66224
Vice President: Lisa Snead: 9610 Granada, Overland Park, Kansas 66207
Assistant Vice President: Joan Emas, 7419 Rosewood, Kansas 66208
Assistant Vice President: Gaye Cotter, 506 Baldwin Street, Belton, Missouri 66211
Assistant Vice President: Debra Ahrens, 7225 Crisp, Raytown, Missouri 64113
Assistant Vice President: Susan Flinn, R.R. 1, Jewell, Kansas 66949

STATE OF KANSAS

OFFICE OF
SECRETARY OF STATE
RON THORNBURGH



To all to whom these presents shall come, Greetings:

I, RON THORNBURGH, Secretary of State of the State of Kansas, do hereby certify that I am the custodian of records of the State of Kansas relating to bank corporations, and that I am the proper official to execute this certificate.

I DO FURTHER CERTIFY that HEARTLAND BANK is a regularly and properly organized bank corporation under the laws of the state of Kansas, having been incorporated in Kansas on the 20th day of February, A.D. 1904.

In testimony whereof:

I hereto set my hand and cause to be affixed my official seal. Done at the City of Topeka, this 27th day of May, A.D. 2003



RON THORNBURGH
SECRETARY OF STATE