

# State of Idaho

Office of the Secretary of State

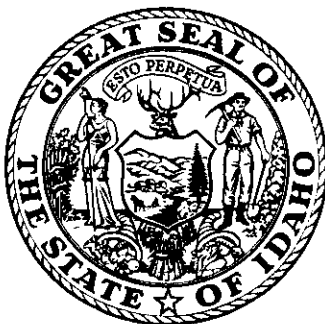
**CERTIFICATE OF AUTHORITY  
OF  
NETBANK PAYMENT SYSTEMS, INC.**

File Number C 167074

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: 25 May 2006



*Ben Yursa*  
SECRETARY OF STATE

By

*[Signature]*



# APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

2006 MAY 25 PM 12:41

SECRETARY OF STATE  
STATE OF IDAHO

The undersigned Corporation applies for a Certificate of Authority and states as follows:

- The name of the corporation is:  
NetBank Payment Systems, Inc.
- The name which it shall use in Idaho is: NetBank Payment Systems, Inc.
- It is incorporated under the laws of: Florida
- Its date of incorporation is: 01-18-95
- The address of its principal office is:  
200 Briarwood West Drive, Jackson, MS 39206
- The address to which correspondence should be addressed, if different from item 5, is:  
7215 Financial Way, Legal Dept., Jacksonville, FL 32256
- The street address of its registered office in Idaho is: 300 North 6th Street, Boise, ID 83701  
and its registered agent in Idaho at that address is: CT Corporation System
- The names and respective business addresses of its directors and officers are:

Name	Office	Address
<u>De Lone Wilson</u>	<u>President/Director</u>	<u>200 Briarwood W. Dr., Jackson, MS</u>
<u>William M. Ross</u>	<u>EVP/Director</u>	<u>7215 Financial Way, Jacksonville, FL</u>
<u>Steven F. Herbert</u>	<u>VP, CFO/Director</u>	<u>9710 Two Notch Road, Columbia, SC</u>
<u>Charles E. Mapson</u>	<u>Secretary</u>	<u>7215 Financial Way, Jacksonville, FL</u>
<u>Louise Poitras</u>	<u>Assistant Secretary</u>	<u>7215 Financial Way, Jacksonville, FL</u>
<u>Kathryn E. Henthorn</u>	<u>Assistant Secretary</u>	<u>7215 Financial Way, Jacksonville, FL</u>

Dated: April 17, 2006

Signature: Charles E. Mapson

Typed Name: Charles E. Mapson

Capacity: Secretary  
[The signer must be a director or an officer of the corporation.]

Customer Acct # :

(if using pre-paid account)

Secretary of State use only

3.0corpforms/corp  
forms/approved/authority\_profit.pmd  
Revised 06/2005

Web Form

IDAHO SECRETARY OF STATE  
05/25/2006 05:00  
CX: 45886 CT: 200718 BH: 956740  
1 @ 100.00 = 100.00 AUTH PRO # 2

C167074

# *State of Florida*

## *Department of State*

I certify from the records of this office that NETBANK PAYMENT SYSTEMS, INC. is a corporation organized under the laws of the State of Florida, filed on December 19, 2003, effective January 18, 1995.

The document number of this corporation is P03000153671.

I further certify that said corporation has paid all fees due this office through December 31, 2006, that its most recent annual report was filed on January 26, 2006, and its status is active.

I further certify that said corporation has not filed Articles of Dissolution.

*Given under my hand and the Great Seal of  
Florida, at Tallahassee, the Capital, this the  
Twenty Third day of March, 2006*

*Sue M. Cobb*

*Secretary of State*



Authentication ID: 100068523791-032306-P03000153671

To authenticate this certificate, visit the following site, enter this ID, and then follow the instructions displayed.

[www.sunbiz.org/auth.html](http://www.sunbiz.org/auth.html)



DIRK KEMPTHORNE  
Governor

GAVIN M. GEE  
Director

May 17, 2006

Charles E. Mapson  
NetBank  
7215 Financial Way  
Jacksonville, FL 32256-9907

Dear Mr. Mapson:

Your letter requesting approval of the company name "NetBank Payment Systems, Inc. (NPS)" for use in the state of Idaho has been received by the Idaho Department of Finance (Department) and has been reviewed by Department staff. Your letter represents that NPS is an operating subsidiary of NetBank, a federal savings bank regulated by the Office of Thrift Supervision (OTS). We also understand from your letter that NPS operates as the automated teller machine (ATM) and merchant transaction processing division of the bank.

Section 26-1202 of the Idaho Bank Act prohibits any person, other than a national bank, not authorized to operate as a bank under the Act, to advertise or use as part of its company name the word "bank" or "banker" or any other word of similar import. The Bank Act does not authorize the Director of the Idaho Department of Finance to waive the requirements of the law. Rather the Department is offering "no objection" to your company's use in Idaho of the name "NetBank." Under the circumstances set forth in your letter, we do not believe the name proposed by your company for use in Idaho is misleading to the public. While the Department does not intend to pursue an action under this statute, it is possible that another agency may do so. However, we believe the likelihood is slight.

Please feel free to contact the Department if you have any further questions.

Sincerely,

A handwritten signature in black ink, appearing to read "Gavin M. Gee", followed by a long horizontal line.

Gavin M. Gee, Director  
Idaho Department of Finance

FINANCIAL INSTITUTIONS BUREAU

Bureau Chief - Mary E. Hughes  
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Mail To: P.O. Box 83720, Boise ID 83720-0031  
Phone: (208) 332-8005 Fax: (208) 332-8098  
<http://finance.idaho.gov>