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SMITH MACKINNON, PA

PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

SUITE 800
CITRUS CENTER
255 SOUTH ORANGE AVENUE
ORLANDO, FLORIDA 32801

May 23, 2002

POST OFFICE BOX 2254
ORLANDO, FLORIDA 32802-2254

TELEPHONE (407) 843-7300
FACSIMILE (407) 843-2448
E-MAIL: JPG7300@AOL.COM

JOHN P. GREELEY

Via Federal Express

Florida Secretary of State
Division of Corporations
Bureau of Corporate Records
409 East Gaines Street
Tallahassee, FL 32399

300005610143-6
-05/24/02-01043-004
*****52.50 *****52.50

Re: First Bancorp, Inc.

Dear Sir/Madam:

Please find enclosed the following documents relating to the above-referenced corporation:

1. Original Restated Articles of Incorporation submitted for filing;
2. A check in the amount of \$52.50; and
3. Two photocopies of the executed Restated Articles of Incorporation.

Kindly file the enclosed documents as soon as possible and return to us two certified copies of the Restated Articles of Incorporation. If you have any questions regarding the enclosed, please call me immediately.

We appreciate your assistance.

Very truly yours,

John P. Greeley

FILED
02 JUN -7 AM 9:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JPG:erw
Enclosures

Copy to: Jerry J. Williams w/o enclosure
President and Chief Executive Officer
First Bancorp, Inc.

rec. fax 6/7
Restated/ACF



OFFICE OF THE COMPTROLLER
DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA
TALLAHASSEE
32399-0350

June 3, 2002

John P. Greeley, Esquire
Smith MacKinnon, P.A.
Suite 800
Citrus Center
255 South Orange Avenue
Orlando, Florida 32801

Re: Orion Bancorp, Inc.

Dear Mr. Greeley:

Reference is made to your recent letter/fax requesting approval of the above-referenced corporate name (formally FirstBancorp, Inc.) which is a one bank holding company for Orion Bank, located in Naples, 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 Division of Banking will not object to the use of the above corporate name being registered to transact business in the state of Florida.

Sincerely,



Alex Hager
Director

AH:ker

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

**RESTATED
ARTICLES OF INCORPORATION
OF
FIRSTBANCORP INC.**

FILED

02 JUN -7 AM 9:12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.1003 and 607.1007 of the Florida Business Corporation Act, the Amended and Restated Articles of Incorporation of FirstBancorp, Inc., a Florida corporation (the "Corporation"), are hereby amended and restated in their entirety as follows (the "Articles"):

ARTICLE I

**Name, Principal Place of Business
and Registered Agent**

The name of the Corporation is Orion Bancorp, Inc. The principal place of business of the Corporation shall be 3838 North Tamiami Trail, 2nd Floor, Naples, FL 34103. The name of the registered agent is Jerry J. Williams at such address.

ARTICLE II

Nature of Business

The purpose for which the Corporation is organized is to engage in or transact any and all lawful activities or business for which a corporation may be incorporated under the laws of the State of Florida.

ARTICLE III

Capital Stock

The aggregate number of shares of all classes of capital stock which this Corporation shall have authority to issue is Eleven Million (11,000,000), consisting of (i) Ten Million (10,000,000) shares of common stock, par value \$.01 per share (the "Common Stock"), and (ii) One Million (1,000,000) shares of preferred stock, par value \$.01 per share (the "Preferred Stock").

The designation and the preferences, limitations and relative rights of the Common Stock and the Preferred Stock of the Corporation are as follows:

A. Provisions Relating to the Common Stock.

1. Except as otherwise required by law or as may be provided by the resolutions of the Board of Directors (the "Board") authorizing the issuance of any class or series of Preferred Stock, as hereinbelow provided, all rights to vote and all voting power shall be vested exclusively in the holders of the Common Stock.

2. Subject to the rights of the holders of the Preferred Stock, the holders of the Common Stock shall be entitled to receive when, as and if declared by the Board, out of funds legally available therefor, dividends payable in cash, stock or otherwise.

3. Upon any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, and after the holders of the Preferred Stock shall have been paid in full the amounts to which they shall be entitled (if any) or a sum sufficient for such payment in full shall have been set aside, the remaining net assets of the Corporation shall be distributed pro rata to the holders of the Common Stock in accordance with their respective rights and interests.

A. Provisions Relating to the Preferred Stock.

1. The Preferred Stock may be issued from time to time in one or more classes or series, the shares of each class or series to have such designations and powers, preferences and rights, and qualifications, limitations and restrictions thereof as are stated and expressed herein and in the resolution or resolutions providing for the issuance of such class or series adopted by the Board as hereinafter prescribed.

2. Authority is hereby expressly granted to and vested in the Board to authorize the issuance of the Preferred Stock from time to time in one or more classes or series, to determine and take necessary proceedings fully to effect the issuance and redemption of any such Preferred Stock and, with respect to each class or series of the Preferred Stock, to fix and state by the resolution or resolutions from time to time adopted providing for the issuance thereof the following:

(a) whether or not the class or series is to have voting rights, full or limited, or is to be without voting rights;

(b) the number of shares to constitute the class or series and the designations thereof;

(c) the preferences and relative, participating, optional or other special rights, if any, and the qualifications, limitations or restrictions thereof, if any, with respect to any class or series;

(d) whether or not the shares of any class or series shall be redeemable and if redeemable the redemption price or prices, and the time or times at which and the terms and conditions upon which such shares shall be redeemable and the manner of redemption;

(e) whether or not the shares of a class or series shall be subject to the operation of retirement or sinking funds to be applied to the purchase or redemption of such shares for retirement, and if such retirement or sinking fund or funds be established, the annual amount thereof and the terms and provisions relative to the operation thereof;

(f) the dividend rate, whether dividends are payable in cash, stock of the Corporation, or other property, the conditions upon which and the times when such dividends are payable, the preference to or the relation to the payment of the dividends payable on any other class or classes or series of stock, whether or not such dividend shall be cumulative or noncumulative, and if cumulative, the date or dates from which such dividends shall accumulate;

(g) the preferences, if any, and the amounts thereof which the holders of any class or series thereof shall be entitled to receive upon the voluntary or involuntary dissolution of, or upon any distribution of the assets of the Corporation;

(h) whether or not the shares of any class or series shall be convertible into, or exchangeable for, the shares of any other class or classes or of any other series of the same or any other class or classes of stock of the corporation and the conversion price or prices or ratio or ratios or the rate or rates at which such conversion or exchange may be made, with such adjustments, if any, as shall be stated and expressed or provided for in such resolution or resolutions; and

(i) such other special rights and protective provisions with respect to any class or series as the Board may deem advisable.

The shares of each class or series of the Preferred Stock may vary from the shares of any other series thereof in any or all of the foregoing respects. The Board may increase the number of shares of the Preferred Stock designated for any existing class or series by a resolution adding to such class or series authorized and unissued shares of the Preferred Stock not designated for any other class or series. The Board may decrease the number of shares of the Preferred Stock designated for any existing class or series by a resolution, subtracting from such series unissued shares of the Preferred Stock, designated for such class or series, and the shares so subtracted shall become authorized, unissued and undesignated shares of the Preferred Stock.

ARTICLE IV

Existence

The Corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE V

Management of the Business

The following provisions are inserted for the management of the business and the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and shareholders.

A. The business and affairs of the Corporation shall be managed by or under the direction of the Board. In addition to the powers and authority expressly conferred upon them by law or by these Articles or the Bylaws of the Corporation, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation.

B. Any action required or permitted to be taken by the shareholders of the Corporation must be effected at a duly called Annual or Special Meeting of Shareholders of the Corporation and may not be effected by any consent in writing by such shareholders.

C. Special Meetings of Shareholders of the Corporation may be called by the Board pursuant to a resolution adopted by a majority of the total number of authorized directors (whether or not there exist any vacancies in previously authorized directorships at the time any such resolution is presented to the Board for adoption) (the "Full Board"), or by the holders of not less than fifty percent (50%) of all the votes entitled to be cast on any issue at the proposed special meeting if such holders of stock sign, date and deliver to the Corporation's Secretary one or more written demands for the meeting describing the purpose or purposes for which the special meeting is to be held.

ARTICLE VI

Number of Directors; Vacancies and Removal

A. The number of directors shall be such number fixed from time to time exclusively by the Board pursuant to a resolution adopted by a majority of the Full Board.

B. Newly created directorships resulting from any increase in the authorized number of directors or any vacancies in the Board resulting from death, resignation, retirement, disqualification, removal from office or other cause may be filled only by a majority vote of the directors then in office, though less than a quorum, and directors so chosen shall hold office for a term expiring at the next Annual Meeting of Shareholders. No decrease in the number of directors constituting the Board shall shorten the term of any incumbent director.

C. Any directors, or the entire Board, may be removed from office at any time, but only for cause and only by the affirmative vote of the holders of at least two-thirds (2/3) of the voting power of all of the then outstanding shares or capital stock of the Corporation entitled to vote generally in the election of directors. "Cause" shall be defined as a breach of fiduciary duty involving personal dishonesty, intentional failure to perform stated duties as a director which results in substantial loss to the Corporation or willful violation of any law, rule, regulation or final cease and desist order which results in substantial loss to the Corporation.

ARTICLE VII

Shareholder Vote Required to Authorize Certain Transactions

Subject to the provisions of these Articles, including, without limitation, Article X and Section B. of Article III, the affirmative vote of the holders of not less than eighty percent (80%) of the outstanding voting stock of the Corporation is required to authorize (a) a merger or consolidation of the Corporation with, or (b) sale, exchange, or lease of all or substantially all of the assets of the Corporation to any person or entity unless approval of any such transaction in (a) or (b) above is recommended by at least a majority of the Full Board. For purposes of this provision, substantially all of the assets shall mean assets having a fair market value or book value, whichever is greater, of twenty-five percent (25%) or more of the total assets as reflected on a balance sheet of the Corporation as of a date no earlier than forty-five (45) days prior to any sale of such assets. The affirmative vote of the holders of not less than eighty percent (80%) of the outstanding voting stock of the Corporation is required to amend or repeal the provisions of this Article VII.

ARTICLE VIII

Shareholder Nomination of Director Candidates

Subject to the provisions of these Articles, only persons who are nominated in accordance with the following procedures shall be eligible for election as directors of the Corporation. Nominations of persons for election to the Board at an annual or special meeting of shareholders may be made by or at the direction of the Board by any nominating committee of or person appointed by the Board or by any shareholder of the Corporation entitled to vote for the election of directors at the meeting who complies with the procedures set forth in this Article VIII; provided, however, that nominations of persons for election to the Board at a special meeting may be made only if the election of directors is one of the purposes described in the special meeting notice required by Section 607.0705 of the Florida Business Corporation Act. Nominations of persons for election at annual meetings, other than nominations made by or at the direction of the Board, including by any nominating committee, shall be made pursuant to timely notice in writing to the Secretary of the Corporation. To be timely, a shareholders' notice must be delivered to or mailed and received at the principal executive offices of the Corporation not less than One Hundred Twenty (120) days nor more than One Hundred Eight (180) days in advance of the date of the Corporation's notice of annual meeting provided with respect to the previous year's annual meeting; provided, however, that if no annual meeting was held in the previous year or the date of the annual meeting has been changed to be more than thirty (30) calendar days earlier than the date contemplated by the previous year's proxy statement, such notice by the shareholder to be timely must be received no later than the close of business on the tenth (10th) day following the date on which notice of the date of the annual meeting is given to shareholders or made public, whichever first occurs. Such shareholder's notice to the Secretary shall set forth (a) as to each person whom the shareholder proposes to nominate for election or re-election as a director at the annual meeting, (i) the name, age, business address and residence

address of the proposed nominee, (ii) the principal occupation or employment of the proposed nominee, (iii) the class and number of shares of capital stock of the Corporation which are beneficially owned by the proposed nominee, and (iv) any other information relating to the proposed nominee that is required to be disclosed in solicitations for proxies for election of directors pursuant to Rule 14a under the Securities Exchange Act of 1934, as amended; and (b) as to the shareholder giving the notice of nominees for election at the annual meeting, (i) the name and record address of the shareholder, and (ii) the class and number of shares of capital stock of the Corporation which are beneficially owned by the shareholder. The Corporation may require any proposed nominee for election at an annual or special meeting of shareholders to furnish such other information as may reasonably be required by the Corporation to determine the eligibility of such proposed nominee to serve as a director of the Corporation. No person shall be eligible for election as a director of the Corporation unless nominated in accordance with the procedures set forth herein. The Chairman of the meeting shall, if the facts warrant, determine and declare in the meeting that a nomination was not made in accordance with the requirements of this Article VIII, and if he should so determine, he shall so declare to the meeting and the defective nomination shall be disregarded.

ARTICLE IX

Acquisition Offers

The Board, when evaluating any offer of another individual, group acting in concert, corporation, partnership, association, joint stock company, trust, unincorporated organization or similar company to (a) make a tender or exchange offer for any equity security of the Corporation, (b) merge or consolidate the Corporation with another corporation or entity or (c) purchase or otherwise acquire all or substantially all of the properties and assets of the Corporation, shall, in connection with the exercise of its judgment in determining what is in the best interest of the Corporation and its shareholders, give due consideration to all relevant factors, including without limitation, the social and economic effect of acceptance of such offer on the Corporation's present and future customers and employees and those of the Subsidiaries; on the communities in which the Corporation and the Subsidiaries operate or are located; on the ability of the Corporation to fulfill its corporate objectives as bank holding company and on the ability of the Subsidiary bank or banks to fulfill the objectives of a financial institution under applicable statutes and regulations.

ARTICLE X

Amendment

The Corporation reserves the right to amend or repeal any provision contained in these Articles in the manner prescribed by the laws of the State of Florida and all rights conferred upon shareholders are granted subject to this reservation; provided, however, that, notwithstanding any other provision of these Articles or any provision of law which might otherwise permit a lesser vote or no vote, but in addition to any votes of the holders of any class or series of the stock of this Corporation required by law or by these Articles, the affirmative vote of the holders of at

least two-thirds (2/3) of the voting power of all of the then outstanding shares of the capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class, shall be required to amend or repeal this Article X, Article V, Article VI, Article VIII or Article IX.

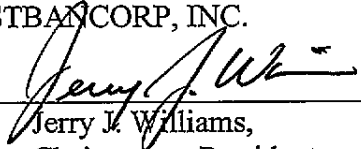
CERTIFICATE

The foregoing Restated Articles of Incorporation (i) contain an amendment to the Corporation's Amended and Restated Articles of Incorporation requiring shareholder approval, and (ii) were duly approved by the holders of shares of Common Stock, being the sole shares entitled to vote thereon, on April 24, 2002, and the votes cast for the foregoing Restated Articles of Incorporation were sufficient for approval by such holders of Common Stock.

IN WITNESS WHEREOF, the undersigned has executed these Restated Articles of Incorporation as of April 24, 2002.

FIRSTBANK CORP, INC.

By: _____


Jerry J. Williams,
Chairman, President and Chief
Executive Officer