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Inter-Office
Communication

Comptroller of Florida
Division of Banking

DATE: August 15, 2000

TO: Karon Beyer, Department of State, Division of Corporations -
Bureau of Commercial Recording

FROM: *JAP* John A. Pullen, Division of Banking

SUBJECT: The Trust Company of Florida (Proposed New State Trust Company)

Please file the attached "Articles of Incorporation" (original and two copies) for the above-referenced institution, using today's date as the effective date.

Please make the following distribution of certified copies:

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-07/28/00--01049--007
*****52.50 *****52.50

(1) One copy to: Division of Banking
101 East Gaines Street
Suite 636
Tallahassee, Florida 32399-0350

(2) One copy to: Rod Jones, Esquire
Shutts & Bowen LLP
20 North Orange Avenue
Suite 1000
Orlando, Florida 32801-4626

A \$52.50 check that represents payment of the applicable fees has already been accepted by your office (check with Ms. Bobby Cox). If there is an underpayment, please contact Mr. Jones at (407) 849-4906. If there is an overpayment, please issue a refund to Shutts & Bowen LLP.

If you have any questions, please call me at 410-9527.

Attachment

cc: Bureau of Financial Institutions - District II

Per KB

*No Reg Ag Requ
Pursuant to 607.0501(2)
Florida Statutes*

FILED
00 AUG 15 AM 11:16
SECRETARY OF STATE
TALLAHASSEE FLORIDA

R. VARNADORE AUG 16 2000

**ARTICLES OF INCORPORATION OF
THE TRUST COMPANY OF FLORIDA**

FILED
00 AUG 15 AM 11:16
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, acting as directors for the purpose of forming a corporation under and by virtue of the Laws of the State of Florida, adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be The Trust Company of Florida, and its initial place of business shall be at 1620 Placida Road in the City of Englewood, Charlotte County, State of Florida.

ARTICLE II

The general nature of the business to be transacted by this corporation shall be that of a general trust company business with all the rights, powers, and privileges granted and conferred by the Florida Financial Institutions Codes, regulating the organization, powers, and management of trust companies.

ARTICLE III

The total number of shares authorized to be issued by the corporation shall be fifty thousand (50,000). Such shares shall be of a single class and shall have a par value of \$65.00 per share. The corporation shall begin business with at least \$ 1,755,000.00 in paid-in common capital stock to be divided into 27,000 shares. The amount of surplus with which the corporation will begin business will be not less than \$ 540,000.00, and the amount of undivided profits, not less than \$ 205,000.00, all of which (capital stock, surplus, and undivided profits) shall be paid in cash.

ARTICLE IV

The term for which said corporation shall exist shall be perpetual unless terminated pursuant to the Florida Financial Institutions Codes.

ARTICLE V

The number of directors shall not be fewer than five (5). A majority of the full board of directors may, at any time during the years following the annual meeting of shareholders, increase the number of directors by not more than two and appoint persons to fill the resulting vacancies. The names and street addresses of the first directors of the corporation are:

Alan A. Floyd
5880 Midnight Pass Road, Suite 905
Sarasota, Florida 34242

Richard M. Morrison
No. 7 Peekins Cove
Boca Grande, Florida 33921

William E. Gaylor, Jr.
614 Four Bays Drive
Nokomis, Florida 34275

Kenneth M. Nirenberg
775 Limpet Drive
Sanibel, Florida 33957

Philip M. Lascelle
845 Tropical Circle
Sarasota, Florida 34242

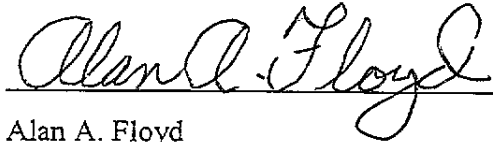
Edward J. Schmidt
1606 N. Lakeshore Drive
Sarasota, Florida 34231

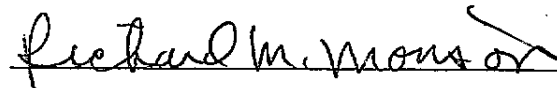
James M. Lombard
888 Boulevard of the Arts, #1906
Sarasota, Florida 34236

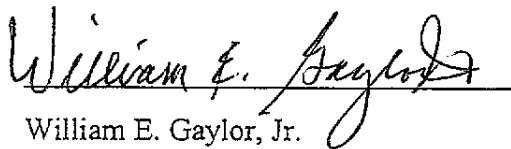
S. Alexander Thayer
1822 Casey Key Road
Nokomis, Florida 34275

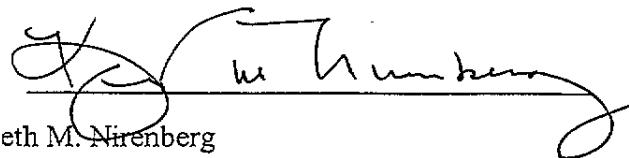
Mary G. Toundas
5919 Diana Road
Venice, Florida 34293

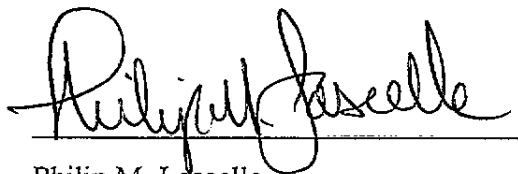
In witness of the foregoing, the undersigned directors have executed these Articles of Incorporation
this 19th day of July, A.D. 2000.

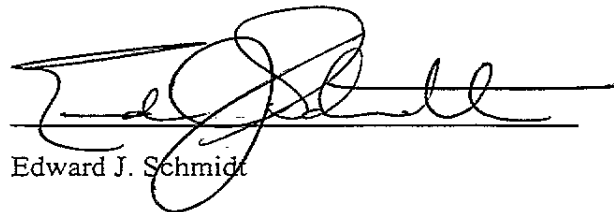

Alan A. Floyd



Richard M. Morrison

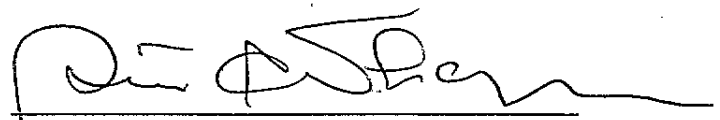

William E. Gaylor, Jr.

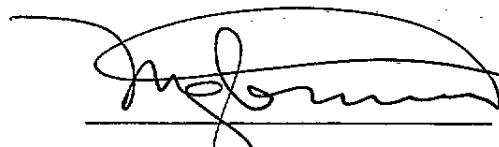

Kenneth M. Nirenberg


Philip M. Lascelle


Edward J. Schmidt


James M. Lombard


S. Alexander Thayer


Mary G. Toundas

STATE OF FLORIDA)
)SS
COUNTY OF SARASOTA)

The foregoing instrument was acknowledged before me this 19~~th~~ day of July, 2000, by Alan A. Floyd; William E. Gaylor, Jr.; Philip M. Lascelle; James M. Lombard; Richard M. Morrison; Kenneth M. Nirenberg; Edward J. Schmidt; S. Alexander Thayer; and Mary G. Toundas, [
X] who are personally known to me or [] who have produced Florida drivers' licenses as identification and who did not take an oath.

(SEAL)

Sandra L. Fraser

Notary Public - State of Florida at Large

My Commission Expires:



Sandra L. Fraser
MY COMMISSION # CC629236 EXPIRES
May 30, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

Approved by the Department of Banking and Finance this 14~~th~~ day of August, 2000.

Tallahassee, Florida

Robert F. Milligan

Robert F. Milligan

Comptroller of the State of Florida and Head of the
Department of Banking and Finance