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Inter-Office
Communication

Comptroller of Florida
Division of Banking

DATE: December 10, 2001

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

FROM: Bruce Ricca, Licensing and Chartering

SUBJ: **RIVERSIDE BANK OF CENTRAL FLORIDA**
Orlando, Orange County
(Approved New Bank)

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Please file the attached Articles of Incorporation for the above-referenced bank, using **TODAY'S DATE**, as the effective date.

Please make the following distribution of certified copies:

(1) One copy to: Bruce Ricca
Division of Banking (Licensing & Chartering)
101 East Gaines Street, Suite 636
Tallahassee, FL 32399-0350

(2) Two copies to: Mr. Herbert D. Haughton
Iglar & Dougherty
1501 Park Avenue East
Tallahassee, Florida 32301

Uncertified Copy to: Mr. Tim Flono
Federal Deposit Insurance Corporation
One Atlantic Center, Suite 1600
1201 West Peachtree Street, N.E.
Atlanta, Georgia 30309-3449

FILED
STATE
SECRETARY OF
TALLAHASSEE, FLORIDA
01 DEC 10 PM 3:24

The attached is a check which represents payment of the filing fees, charter tax and certified copies. If you have any questions, please call 410-9528.

BR.articles

ARTICLES OF INCORPORATION
OF
RIVERSIDE BANK OF CENTRAL FLORIDA

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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The undersigned, acting as Incorporator for the purpose of forming a corporation under and by virtue of the Laws of the State of Florida, adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be Riverside Bank of Central Florida ("Bank"). Its initial place of business shall be 401 South Semoran Boulevard, Winter Park, Florida, or at such other place as the Board of Directors shall designate.

ARTICLE II

The general nature of the business to be transacted by the Bank shall be that of a general commercial banking business with all the rights, powers, and privileges granted and conferred by the Florida Financial Institutions Codes, regulating the organization, powers, and management of banking corporations.

ARTICLE III

The total number of shares authorized to be issued by the Bank shall be 5,000,000. Such shares shall be of a single class and shall have a par value of \$5.00 per share. The Bank shall begin business with at least \$3,600,000 in paid-in common capital stock to be divided into 720,000 shares. The amount of surplus with which the Bank will begin business will be not less than \$3,600,000, all of which (capital stock and surplus) shall be paid in cash.

ARTICLE IV

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

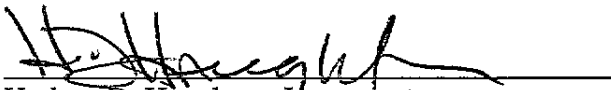
ARTICLE V

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 year following the annual meeting of shareholders, increase the number of directors by not more than two and appoint persons to fill resulting vacancies.

The names and street addresses of the first directors of the Bank are:

<u>Name</u>	<u>Street Address</u>
Wayne D. Chalifoux	870 Cynthianna Circle Altamonte Springs, Florida 32701
James Edward Creamer, Jr.	4229 Wicks Branch Road St. Augustine, Florida 32086
Robert W. Duncan	1120 Belleaire Circle Orlando, Florida 32084
Charles J. Kovalski	4120 Gabriella Lane Winter Park, Florida 32792
Nan B. McCormick	1310 Chichester Street Orlando, Florida 34803
Kathy S. Petrone	309 Heatherwood Court Winter Springs, Florida 32708
Jim G. Russakis	8801 Indrio Road Ft. Pierce, Florida 34951
Vernon D. Smith	3150 N. A1A 501N Fort Pierce, Florida 34949
Karla Henning Starkey	823 Nicoma Trail Maitland, Florida 32751
Colon A. Terrell, Jr.	12035 Summerspring Lakes Drive Orlando, Florida 32825
James W. Warmus	2813 Marquesas Court Windermere, Florida 34786

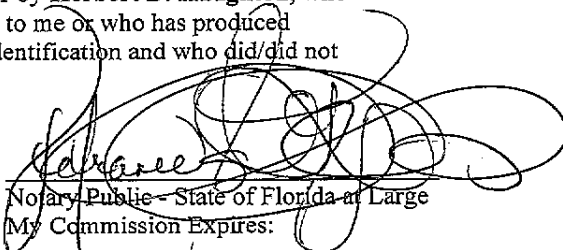
In witness of the foregoing, the undersigned Incorporator executed these Articles of Incorporation this 3rd day of August, 2001.

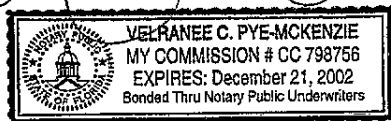

Herbert D. Haughton, Incorporator,
Riverside Bank of Central Florida

STATE OF FLORIDA }

COUNTY OF LEON }

The foregoing instrument was acknowledged before me this
13th day of August, 2001 by **Herbert D. Haughton**, who
is X personally known to me or who has produced
_____ as identification and who did/did not
take an oath.


Notary Public - State of Florida at Large
My Commission Expires: _____



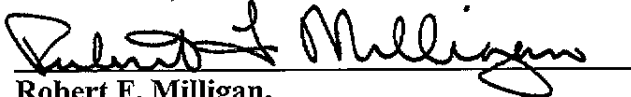
RECEIVED
DIVISION OF BANKING
Bureau of Licensing & Chartering
F/U _____ FILE _____ DOGI _____

AUG 30 2001

RT. _____ CY: _____

Articles of Incorporation of Riverside Bank of Central Florida approved by the Department
of Banking and Finance this 6TH day of September, 2001.

Tallahassee, Florida


Robert F. Milligan,
Comptroller of the State of Florida