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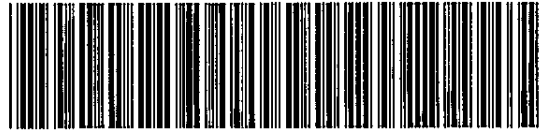
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EMMANUEL, SHEPPARD & CONDON

ATTORNEYS AT LAW

POST OFFICE DRAWER 1271
PENSACOLA, FLORIDA 32591

ALAN B. BOOKMAN
GERALD L. BROWN
JENNIFER BUSHNELL
SALLY C. BUSSELL
A. G. CONDON, JR.
ERICK M. DRUCKA
PATRICK G. EMMANUEL
ROBERT A. EMMANUEL
LINDA A. HOFFMAN
CHARLES P. HOSKIN
HOLLY V. JURNOVOY
ROBERT A. KRAMER
WILLIAM S. MEADOR

30 SOUTH SPRING STREET
PENSACOLA, FLORIDA 32502-5612
www.esclaw.com
(850) 433-6581
FAX (850) 434-7163
TOLL FREE 1-800-433-6581

JOHN W. MONROE, JR.
P. MICHAEL PATTERSON
STACEY N. PENN
PHILLIP A. PUGH
WANDA W. RADCLIFFE
H. WESLEY REEDER
T. SHANE ROWE
CRYSTAL COLLINS SPENCER
WARREN R. TODD
CHARLES P. YOUNG

ALAN C. SHEPPARD OF COUNSEL

July 1, 2004

VIA FEDERAL EXPRESS

Secretary of State
Florida Department of State
Division of Corporations
R. A. Gray Building
500 S. Bronough
Tallahassee, FL 32399-0250

RECEIVED
DIVISION OF CORPORATIONS
JUL -2 AM 8:50
TALLAHASSEE, FLORIDA

RE: Articles of Incorporation of Beach Community Bancshares, Inc.

To Whom It May Concern:

Enclosed please find the following documents to incorporate the above-referenced bank holding company:

1. Original and one copy of the Articles of Incorporation of Beach Community Bancshares, Inc.;
2. Original letter dated June 25, 2004 from Linda B. Charity, Deputy Director of the Office of Financial Regulation approving the name of Beach Community Bancshares, Inc.; and
3. Our Check No. 41042 in the amount of \$78.75 to cover your filing fee, registered agent designation and certification.

Please date stamp the additional copy that we have provided and return the date stamped copy and your certification in the enclosed self-addressed envelope that we have provided for your convenience.

If you have any questions, please do not hesitate to contact me at 1-800-433-6581.

Sincerely,



Linda A. Hoffman
For the Firm

LAH:ccb
Enclosures
cc: Gary Johns (w/o encls.)

RECEIVED
DIVISION OF CORPORATIONS
JUL -2 PM 2:45
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF
BEACH COMMUNITY BANCSHARES, INC.**

The undersigned, acting as the incorporator for the purpose of forming a corporation (the "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 Beach Community Bancshares, Inc. and its initial principal place of business shall be 17 SE Eglin Parkway, Fort Walton Beach, Florida, 32548, and its mailing address will be P.O. Box 4400, Fort Walton Beach, FL, 32549.

ARTICLE II

The general purpose of the Corporation shall be the transaction of any and all lawful business for which corporations may be incorporated under the Act. The Corporation shall have all of the powers enumerated in the Act and all such other powers as are not specifically prohibited to corporations for profit under the laws of the State of Florida.

ARTICLE III

The Corporation is authorized to issue 2,000,000 shares of common stock with a par value of \$5.00 per share.

ARTICLE IV

The terms for which said Corporation shall exist shall be perpetual unless terminated in accordance with applicable law.

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 in which such action has been authorized, increase the number of directors by not more than two and appoint person to fill resulting vacancies. The names and street addresses of the first directors of the corporation are:

<u>Name</u>	<u>Street Address</u>
A. Bowen Ballard	108 Bridal Path, Pke Road, AL 36064
Charles W. Clary, III	37 E. Country Club Dr., Destin, FL 32540
Joseph W. Henderson	03 Sloat Ct., Ft. Walton Beach, FL 32548
A. Anthony Hughes	2733 Creeks Edge Lane, Navarre, FL 32566
Kathleen A. Pritchard	249 Wakissa Cove, Destin, FL 32541
Julian MacQueen	113 Bay Bridge Drive, Gulf Breeze, FL 32561
James Robert Richburg	223 Yacht Club Drive, Niceville, FL 32578
W. Todd Schweizer	33 Bay Drive, Fort Walton Beach, FL 32548

04 JUL -2 11:21:45
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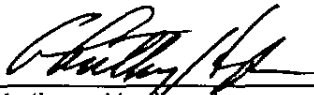
ARTICLE VI

The street address of the initial registered office of the Corporation shall be 17 SE Eglin Parkway, Fort Walton Beach, Florida, 32548, and the initial registered agent of the Corporation at that address is A. Anthony Hughes, whose address is 17 SE Eglin Parkway, Fort Walton Beach, Florida, 32548.

ARTICLE VII

The name and address of the person signing these Articles of Incorporation as incorporator is A. Anthony Hughes, whose mailing address is 17 SE Eglin Parkway, Fort Walton Beach, Florida, 32548.

In witness of the foregoing, the undersigned incorporator has executed these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribe thereto and hereunto set his hand and seal this 30th day of June, 2004.



A. Anthony Hughes, Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE
SERVED.

BEACH COMMUNITY BANCSHARES, INC.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in
compliance with said Act:

BEACH COMMUNITY BANCSHARES, INC., desiring to organize under the laws of the
State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Ft.
Walton, County of Okaloosa, State of Florida has named A. Anthony Hughes, located at 17 SE
Eglin Parkway, Fort Walton Beach, Florida 32548, County of Okaloosa, State of Florida, as its
agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the
address designated in this certificate, I hereby accept to act in this capacity, and agree to
comply with the provision of said Act relative to keeping open said office.


A. Anthony Hughes

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