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SECRETARY OF STATE
AND ABBASSEE, FLORIDA

Valle 101

SMITH MACKINNON, PA

PROFESSIONAL ASSOCIATION ATTORNEYS AT LAW

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

POST OFFICE BOX 2254 ORLANDO, FLORIDA 32802-2254

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

JOHN P. GREELEY

February 8, 2007

Via Federal Express

Mr. Joseph Matthews Florida Office of Financial Regulation Division of Banking, Fletcher Building 200 East Gaines Street Tallahassee, FL 32399-0371

CNLBank, Southwest Florida (In Organization)

Bonita Springs, Lee County, Florida

Dear Mr. Matthews:

ASHIER'S OFFICE Enclosed is an original and three copies of Articles of Incorporation for CNLBank, Southwest Florida. Also enclosed is a check in the amount of \$61.25 for filing fee and three certified copies:

If you have any questions regarding the enclosed, please call me at your convenience. Thank you for your assistance.

Very truly yours.

JPG:erw Enclosures

Copy to:

Richard L. Garner

Chairman and Chief Executive Officer

CNLBank, Southwest Florida (In Organization)

Copy of bookings

INTEROFFICE COMMUNICATION



OFFICE OF FINANCIAL REGULATION

DATE: Feb

February 16, 2007

TO:

Karon Beyer, Department of State

Division of Corporations - Bureau of Commercial Recordings

FROM:

Joseph Matthews, Licensing and Chartering

SUBJ:

CNLBank, Southwest Florida

Bonita Springs, Lee County Florida

(Proposed New Bank)

Please file the attached Articles of Incorporation for the above-referenced institution, using the <u>DATE OF FILING</u>, as the effective date.

Please make the following distribution of certified copies:

(1) One copy to:

Joseph Matthews

Office of Financial Regulation

Licensing & Chartering 200 East Gaines Street Tallahassee, FL 32399-0371

(2) Two copies to:

Mr. Richard L. Garner 9124 Bonita Beach Road Bonita Springs, Florida 34135

(1) One copy to:

Ms. Charmion Haley

(Uncertified)

Federal Deposit Insurance Corporation

10 Tenth Street, N. E.

Suite 800

Atlanta, Georgia 30309-3906

Also attached is a check that represents payment of the filing fees, charter tax and certified copies. If you have any questions, please call 410-9504.



ARTICLES OF INCORPORATION OF CNLBANK, SOUTHWEST 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 CNLBank, Southwest Florida and its initial place of business shall be at 9124 Bonita Beach Road, Bonita Springs, FL 34135.

- ARTICLE II

The general nature of the business to be transacted by this corporation 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 corporation shall be 4,000,000. Such shares shall be of a single class and shall have a par value of \$5.00 per share. The corporation shall begin business with at least \$10,000,000 in paid-in common capital stock to be divided into 2,000,000 shares. The amount of surplus with which the corporation will begin business will be not less than \$9,560,000.

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). The names and street addresses of the first directors of the corporation are:

Name	Street Address
Frederick T. Barber, III	42 9th Street, Bonita Springs, FL 34134
Gerald T. Berry	367 Ridge Drive, Naples, FL 34108
Richard L. Garner	4090 Marshview Court, Bonita Springs, FL 34134
Dennis E. Gilkey	27850 Riverwalk Way, Bonita Springs, FL 34134
Clark D. Jensen	641 Hickory Road, Naples, FL 34108

G. Donald Thomson, Jr. Joel E. Whittenhall

27620 Kent Road, Bonita, FL 34135 800 Hidden Harbour Drive, Naples, FL 34109

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 of this corporation by not more than two and appoint persons to fill the resulting vacancies.

ARTICLE VI

The name and street address of the person signing these Articles of Incorporation as incorporator is Richard L. Garner, 4090 Marshview Court, Bonita Springs, FL 34134.

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 subscribes thereto and hereunto sets his hand and seal this __145 day of February, 2007.

Richard L. Garner

STATE OF FLORIDA (COUNTY OF LEE (COUNTY OF LEE

JOHN P. GREELEY
MY COMMISSION # DD 561308
EXPIRES, July 16, 2010
Bonded Thru Notary Public Underwriters

APPROVAL

Approved by the Florida Office of Financial Regulation this 6th day of Fabruary, 2007.

Linda B. Charity

Director, Division of Financial Institutions

07 FEB 16 PM 3: 09
SECRLIARY OF STATE
TALL AHASSEF, FLORIO