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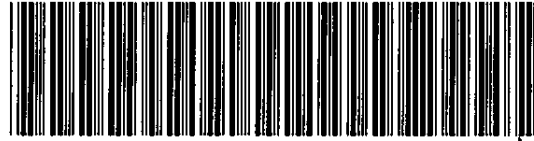
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**INTEROFFICE
COMMUNICATION**



**OFFICE OF FINANCIAL
REGULATION**

DATE: May 21, 2007

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

FROM: Joseph Matthews, Licensing and Chartering

SUBJ: FirstCity Bank of Commerce
North Palm Beach, Palm Beach County, Florida
(Proposed New Bank)

Please file the attached Articles of Incorporation for the above-referenced institution, using the **DATE OF FILING**, 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) One copy to: Mr. John P. Greeley
Smith Mackinnon, PA
Post Office Box 2254
Orlando, Florida 32802
- (3) One copy to: Mr. Tim Flono
(Uncertified) Federal Deposit Insurance Corporation
10 Tenth Street, N. E.
Suite 800
Atlanta, Georgia 30309-3906

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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
FIRSTCITY BANK OF COMMERCE**

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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 FirstCity Bank of Commerce and its initial place of business shall be located at 11011 U.S. Highway #1, North Palm Beach, Florida 33408.

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 3,000,000. 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 \$5,300,000 in paid-in common capital stock to be divided into 1,060,000 shares. The amount of surplus with which the corporation will begin business will be not less than \$4,700,000.

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:

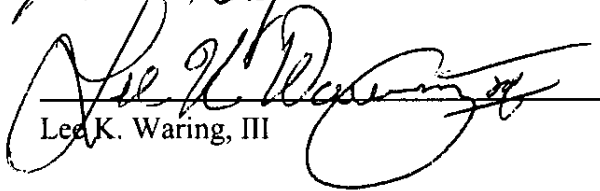
<u>Name</u>	<u>Street Address</u>
W. David Everitt, Jr.	749 Harbour Isles Place, North Palm Beach, FL 33410
Jack B. Owen, Jr.	108 Abundance Drive, Palm Beach Gardens, FL 33410
Reid W. Simmons	520 Beachside Gardens, Carillon Beach, FL 32413
Daniel L. Spitz	745 Harbour Isles Place, North Palm Beach, FL 33410
E. Christian Stengel	21168 Oakley Court, Boca Raton, FL 33433
Earl D. Stewart, Jr.	900 Ocean, #401, Juna Beach, FL 33408
Lee K. Waring, III	8095 Valhalla Drive, Delray Beach, FL 33445

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 Lee K. Waring, III, 8095 Valhalla Drive, Delray Beach, FL 33445.

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 9th of May, 2007.


Lee K. Waring, III

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 9th day of May, 2007, by Lee K. Waring, III.



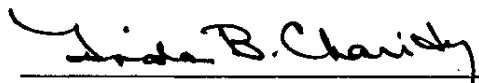

Printed Name: REGINA L. HINKSON
Notary Public - State of Florida at Large

Personally known ☒ or Produced Identification ☐
Type of Identification Produced _____

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TALLAHASSEE, FLORIDA

Approved by the Florida Office of Financial Regulation this 21st day of May,
2007.

Tallahassee, Florida



Linda B. Charity, Director
Division of Financial Institutions

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA