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**INTEROFFICE
COMMUNICATION**



**OFFICE OF FINANCIAL
REGULATION**

DATE: September 19, 2007

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

FROM: Bruce Ricca, Licensing and Chartering

SUBJ: Jefferson Bank of Florida
Oldsmar, Pinellas County, Florida
(Proposed New Bank)

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

Please make the following distribution of certified copies:

- (1) One copy to: *certified* Bruce Ricca
Office of Financial Regulation
Licensing & Chartering
200 East Gaines Street
Tallahassee, FL 32399-0371
- (4) Four copies to: *certified* Mr. Richard L. Pearlman
Iglar & Dougherty, P. A.
2457 Care Drive
Tallahassee, Florida 32308
- (3) One copy to: Mr. Jeff Powlak
(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 410-9528.

**ARTICLES OF INCORPORATION
OF
JEFFERSON BANK OF FLORIDA**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 Jefferson Bank of Florida ("Bank"). Its initial place of business and mailing address shall be 3711 Tampa Road, Suite 100, Oldsmar, Florida 34677.

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, which regulate the organization, powers, and management of banking corporations.

ARTICLE III

The total number of shares authorized to be issued by the Bank shall be 10,000,000. Such shares shall consist of 9,000,000 shares of common stock with \$5.00 par value per share, and 1,000,000 shares of undesignated preferred stock. The Bank shall begin business with at least \$6,000,000 in paid-in common capital stock to be divided into 1,200,000 shares of common stock. The amount of surplus with which the Bank will begin business will be not less than \$5,034,000, 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. A majority of the full board of directors or of the shareholders may, at any time during the year following the annual meeting of shareholders, increase the number of directors by not more than two directors, and appoint persons to fill resulting vacancies.

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

<u>Name</u>	<u>Address</u>
Gary L. Blackwell	5737 Westshore Drive, New Port Richey, Florida 34656
Wayne R. Coulter	6500 Green Acres Blvd., New Port Richey, Florida 34655
Melvin S. Cutler	3156 Sandy Ridge Drive, Clearwater, Florida 33761


Stephen H. Jacobs, MD 2147 Camden Way, Clearwater, Florida 33759
Robert B. McGivney 125 Sanctuary Drive, Crystal Beach, Florida 34681
Joseph L. Oliveri 109 Harbor Drive, Palm Harbor, Florida 34683
Paul J. Wikle 33 Central Court, Tarpon Springs, Florida 34683

In witness of the foregoing, the undersigned Incorporator executed these Articles of Incorporation this 17th day of September, 2007.


Richard Pearlman, Incorporator
Inglers & Dougherty, P.A.
2457 Care Drive
Tallahassee, Florida 32308

Articles of Incorporation of Jefferson Bank of Florida approved by the Office of Financial Regulation this 19th day of September, 2007.

Tallahassee, Florida


Linda B. Charity, Director
Office of Financial Regulation

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TALLAHASSEE, FLORIDA