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(City/State/Zip/Phone #)

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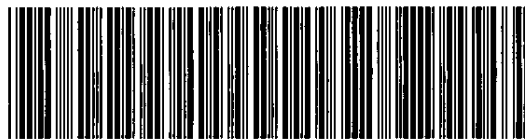
(Business Entity Name)

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TALLAHASSEE, FLORIDA

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**INTEROFFICE
COMMUNICATION**



**OFFICE OF FINANCIAL
REGULATION**

DATE: March 19, 2008

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

FROM: Bruce Ricca, Licensing and Chartering

SUBJ: Gateway Bank of Southwest Florida
Sarasota, Sarasota 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:** Bruce Ricca
Office of Financial Regulation
Licensing & Chartering
200 East Gaines Street
Tallahassee, FL 32399-0371

- (2) One copy to:** Mr. John P. Greeley
Smith Mackinnon , P. A.
P. O. Box 2254
Orlando, Florida 32802-2254

- (3) One copy to:** Mr. Tim Flono
(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.

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

March 17, 2008

Via Federal Express

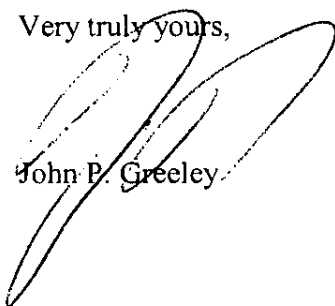
Mr. Bruce Ricca
Florida Office of Financial Regulation
Division of Banking, Fletcher Building
200 East Gaines Street
Tallahassee, FL 32399-0371

Re: Gateway Bank of Southwest Florida (In Organization)
Sarasota, Florida

Dear Mr. Ricca:

Enclosed are three manually signed originals of the Articles of Incorporation for Gateway Bank of Southwest Florida, accompanied by a check in the amount of \$52.50 payable to the Florida Secretary of State. I would appreciate it if you could send back to us a certified copy of the filed Articles of Incorporation when available. Thank you for your assistance.

Very truly yours,


John P. Greeley

JPG:erw

Enclosures

Copy to: Mr. Shaun P. Merriman
President and Chief Executive Officer
Gateway Bank of Southwest Florida (In Organization)

RECEIVED
DEPT OF FINANCIAL SERVICES
STATE OF FLORIDA
08 MAR 18 AM 7:39
CASHIER'S OFFICE

To:
Bruce
3/18/08
etc

FILED
08 MAR 19 AM 9:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
GATEWAY BANK OF 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 Gateway Bank of Southwest Florida and its initial place of business shall be at 2033 Main Street, Suite 200, Sarasota, Sarasota County, Florida 34237-6056.

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 \$9,750,000 in paid-in common capital stock to be divided into 1,950,000 shares. The amount of surplus with which the corporation will begin business will be not less than \$8,850,000.

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>
Charles J. Bartlett	3600 East Forest Lake Drive, Sarasota, Florida 34232
Gary K. Bockhold	4104 Roberts Point Road, Sarasota, Florida 34242
Philip T. Fleuchaus	200 South Beach Street, Ormond Beach, Florida 32174
David J. Grain	607 Mourning Dove Drive, Sarasota, Florida 34236
David K. Maholias	1 Huntsman Look, Ormond Beach, Florida 32174

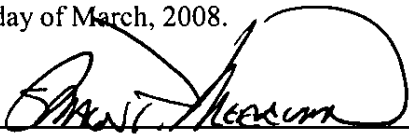
Shaun P. Merriman	1718 Peregrine Point Drive, Sarasota, Florida 34231
Gavin W. Meshad	1709 Cherokee Drive, Sarasota, Florida 34239
Katherine K. Moulton	316 West Royal Flamingo Drive, Sarasota, Florida 34236
Wayne M. Ruben	401 South Palm Avenue, Unit 1001, Sarasota, Florida 34236
David E. Sessions	22426 Panther Loop, Bradenton, Florida 34202

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 Shaun P. Merriman, 1718 Peregrine Point Drive, Sarasota, Florida 34231.

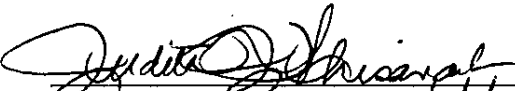
In witness of the foregoing, the undersigned incorporator has executed these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets his hand and seal this 13th day of March, 2008.



 Shaun P. Merriman

STATE OF FLORIDA)
 COUNTY OF SARASOTA)

The foregoing instrument was acknowledged before me this 13th day of March, 2008, by Shaun P. Merriman.


 Printed Name: JUDITH J. WHISANANT
 Notary Public - State of Florida at Large

Personally known or Produced Identification
 Type of Identification Produced _____



APPROVAL

Approved by the Florida Office of Financial Regulation this 19TH day of MARCH,
2008.

Tallahassee, Florida



Linda B. Charity
Director, Division of Financial Institutions

FILED
08 MAR 19 AM 9:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA