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(Requestor's Name)

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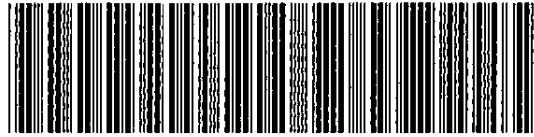
(Business Entry Name)

(Document Number)

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TALLAHASSEE, FLORIDA

B. McKnight OCT 07 2009

**SMITH MACKINNON, PA**

ATTORNEYS AT LAW

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CITRUS CENTER  
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E-MAIL: [JPG7300@AOL.COM](mailto:JPG7300@AOL.COM)

JOHN P. GREELEY

October 6, 2009

***Via Federal Express***

Ms. Karon Beyer  
Department of State, Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: Professional Bancshares, Inc.

Dear Karon:

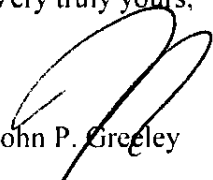
Enclosed are the following documents relating to the above-referenced corporation:

1. Original Articles of Incorporation submitted for filing;
2. A check in the amount of \$87.50 (\$35.00 for filing fee, \$35.00 for registered agent designation and \$17.50 for two certified copies of the Articles of Incorporation); and
3. Two manually signed originals of the executed Articles of Incorporation.
4. Three copies of a letter dated September 11, 2009 from the Florida Office of Financial Regulation consenting to the use of the name by the holding company.

Please file the enclosed document as soon as possible and return to us one certified copy of the Articles. If you have any questions regarding the enclosed, please do not hesitate to call me at your convenience.

Thank you for your assistance.

Very truly yours,

  
John P. Greeley

JPG:erw  
Enclosures  
Copy to:

Lawrence H. Schimmel  
President and Chief Executive Officer



**OFFICE OF FINANCIAL REGULATION**

**J. THOMAS CARDWELL**  
COMMISSIONER

**FINANCIAL SERVICES  
COMMISSION**

**CHARLIE CRIST**  
GOVERNOR

**BILL MCCOLLUM**  
ATTORNEY GENERAL

**ALEX SINK**  
CHIEF FINANCIAL OFFICER

**CHARLES BRONSON**  
COMMISSIONER OF  
AGRICULTURE

September 11, 2009

Mr. John P. Greeley  
Smith MacKinnon, PA  
Attorneys at Law  
Citrus Center, Suite 800  
255 South Orange Avenue  
Orlando, FL 32801

Dear Mr. Greeley:

Re: Professional Bancshares, Inc.

Reference is made to your recent letter/fax requesting approval of the above-referenced name which will be a proposed bank holding company.

Section 655.922, Florida Statutes, exempts a financial institution, holding company or its subsidiaries from the prohibition of using the word "bank," "banc," "banque," "banker," "banking," "trust company," "savings and loan association," "savings bank," or "credit union" in its corporate name.

Therefore, this Office will not object to the use of the above referenced name being registered to transact business in the state of Florida. However, if the proposed bank holding company is not organized, we will require that the corporation be dissolved.

Sincerely,

Linda B. Charity  
Director

LBC:bk

cc: Karon Beyer, Chief, Bureau of Commercial Recordings, Division of Corporations,  
Department of State

•••  
MAILING ADDRESS: DIVISION OF FINANCIAL INSTITUTIONS  
200 EAST GAINES STREET, TALLAHASSEE, FLORIDA 32399-0371  
(850) 410-9800 • FAX (850) 410-9548

Affirmative Action / Equal Opportunity Employer

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**PROFESSIONAL BANCSHARES, INC.**

The undersigned, being of legal age and desiring to form a corporation (hereinafter referred to as the "Corporation") pursuant to the provisions of the Florida Business Corporation Act, as amended (such Act, as amended from time to time, is hereinafter referred to as the "Act"), executes the following Articles of Incorporation.

**ARTICLE I**

**Name**

The name of the Corporation is Professional Bancshares, Inc.

**ARTICLE II**

**Duration**

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall have perpetual duration unless sooner dissolved according to law.

**ARTICLE III**

**Purpose and General Powers**

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 IV**

**Capital Stock**

A. **Number and Class of Shares Authorized; Par Value.**

The Corporation is authorized to issue the following shares of capital stock:

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(1) Common Stock. The aggregate number of shares of common stock (referred to in these Articles of Incorporation as "Common Stock") which the Corporation shall have authority to issue is 15,000,000 with a par value of \$5.00 per share.

(2) Preferred Stock. The aggregate number of shares of preferred stock (referred to in these Articles of Incorporation as "Preferred Stock") which the Corporation shall have authority to issue is 5,000,000 with a par value of \$1.00 per share.

**B. Description of Remaining Shares of Preferred Stock.**

The terms, preferences, limitations and relative rights of the shares of Preferred Stock are as follows:

(1) The Board of Directors is expressly authorized at any time and from time to time to provide for the issuance of shares of Preferred Stock in one or more series, with such voting powers, full or limited (including, by way of illustration and not limitation, in excess of one vote per share), or without voting powers, and with such designations, preferences and relative participating, option or other rights, qualifications, limitations or restrictions, as shall be fixed and determined in the resolution or resolutions providing for the issuance thereof adopted by the Board of Directors, and as are not stated and expressed in these Articles of Incorporation or any amendment hereto, including (but without limiting the generality of the foregoing) the following:

(a) The distinctive designation of such series and the number of shares which shall constitute such series, which number may be increased (except where otherwise provided by the Board of Directors in creating such series) or decreased (but not below the number of shares thereof then outstanding) from time to time by resolution of the Board of Directors; and

(b) The rate and manner of payment of dividends payable on shares of such series, including the dividend rate, date of declaration and payment, whether dividends shall be cumulative, and the conditions upon which and the date from which such dividends shall be cumulative; and

(c) Whether shares of such series shall be redeemed, the time or times when, and the price or prices at which, shares of such series shall be redeemable, the redemption price, the terms and conditions of redemption, and the sinking fund provisions, if any, for the purchase or redemption of such shares; and

(d) The amount payable on shares of such series and the rights of holders of such shares in the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation; and

(e) The rights, if any, of the holders of shares of such series to convert such shares into, or exchange such shares for, shares of Common Stock, other securities, or shares of any other class or series of Preferred Stock and the terms and conditions of such conversion or exchange; and

(f) The voting rights, if any, and whether full or limited, of the shares of such series, which may include no voting rights, one vote per share, or such higher number of votes per share as may be designated by the Board of Directors; and

(g) The preemptive or preferential rights, if any, of the holders of shares of such series to subscribe for, purchase, receive, or otherwise acquire any part of any new or additional issue of stock of any class, whether now or hereafter authorized, or of any bonds, debentures, notes, or other securities of the Corporation, whether or not convertible into shares of stock with the Corporation.

(2) Except in respect of the relative rights and preferences that may be provided by the Board of Directors as hereinbefore provided, all shares of Preferred Stock shall be identical, and each share of a series shall be identical in all respects with the other shares of the same series. When payment of the consideration for which shares of Preferred Stock are to be issued shall have been received by the Corporation, such shares shall be deemed to be fully paid and nonassessable.

C. Common Stock Voting Rights.

Each record holder of Common Stock shall be entitled to one vote for each share held. Holders of Common Stock shall have no cumulative voting rights in any election of directors of the Corporation.

D. Preemptive Rights.

Holders of Common Stock shall not have as a matter of right any preemptive or preferential right to subscribe for, purchase, receive, or otherwise acquire any part of any new or additional issue of stock of any class, whether now or hereafter authorized, or of any bonds, debentures, notes, or other securities of the Corporation, whether or not convertible into shares of stock of the Corporation.

## ARTICLE V

### Initial Registered Office and Agent; Principal Place of Business

The initial registered office of this Corporation shall be located at the City of Coral Gables, County of Miami-Dade and State of Florida, and its address there shall be, at present, 1567 San Remo Avenue, Coral Gables, Miami-Dade County, Florida 33146, and the initial registered agent

of the Corporation at that address shall be Lawrence H. Schimmel. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation. The principal place of business and the mailing address of the Corporation shall be: 1567 San Remo Avenue, Coral Gables, Miami-Dade County, Florida 33146.

## **ARTICLE VI**

### **Initial Board of Directors**

The initial Board of Directors of the Corporation shall consist of five (5) directors. The name and street address of the initial director of this Corporation is:

<u>Name</u>	<u>Address</u>
Leslie Adler	1567 San Remo Avenue, Coral Gables, Florida 33146
Herbert Martens	1567 San Remo Avenue, Coral Gables, Florida 33146
Lawrence H. Schimmel	1567 San Remo Avenue, Coral Gables, Florida 33146
Stanley Shapiro	1567 San Remo Avenue, Coral Gables, Florida 33146
Chad Tendrich	1567 San Remo Avenue, Coral Gables, Florida 33146

The number of Directors of this Corporation shall be the number from time to time fixed by the Shareholders, or by the Directors, in accordance with the terms and conditions of the Bylaws, but at no time shall said number of Directors be less than one.

## **ARTICLE VII**

### **Incorporator**

The name and street address of the person signing these Articles of Incorporation as Incorporator are:

Lawrence H. Schimmel  
1567 San Remo Avenue  
Coral Gables, Florida 33146

## **ARTICLE VIII**

### **Bylaws**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

**ARTICLE IX**

**Amendment**

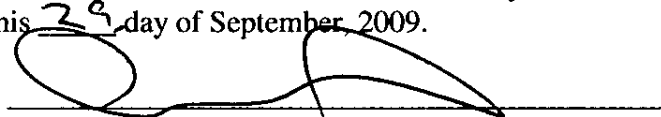
This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

**ARTICLE X**

**Headings and Captions**

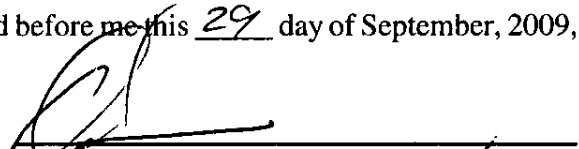
The headings or captions of these various Articles of Incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

**IN WITNESS WHEREOF**, the undersigned does hereby make and file 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 29 day of September, 2009.

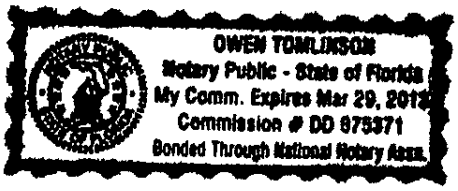
  
\_\_\_\_\_  
Lawrence H. Schimmel

STATE OF FLORIDA                    )  
COUNTY OF MIAMI-DADE        )

The foregoing instrument was acknowledged before me this 29 day of September, 2009, by Lawrence H. Schimmel.

  
\_\_\_\_\_  
Printed Name: Owen Tomlinson  
Notary Public, State of Florida

Personally Known  or Produced Identification   
Type of Identification Produced Florida Drivers License





**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED  
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

Professional Bancshares, Inc. (the "Corporation") desiring to organize as a domestic corporation or qualify under the laws of the State of Florida has named and designated Lawrence H. Schimmel as its Registered Agent to accept service of process within the State of Florida with its registered office located at 1567 San Remo Avenue, Coral Gables, Florida 33146.

**ACKNOWLEDGMENT**

Having been named as Registered Agent for the Corporation at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations relating to service as a registered agent, as the same may apply to the Corporation; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated this 29 day of September, 2009.

  
\_\_\_\_\_  
Lawrence H. Schimmel, Registered Agent

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