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DIVISION OF CORPORATION

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

4000001969664
-10/09/96--01094--012
*****70.00 *****70.00

First Southern Financial Corporation

FILED
96 OCT -9 PM 2: 06
DIVISION OF CORPORATION
TALLAHASSEE, FLORIDA

☒ Profit Acts of Inc.

☐ NonProfit

☐ Limited Liability Co.

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Call If Problem

☐ Merger

☐ Mark

☐ Other UCC Filing

☐ Change of R.A.

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RECEIVED
96 OCT -9 PM 12: 57
DIVISION OF CORPORATION

CR2E031 (1-89)

OCT 9 1996

STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF
FIRST SOUTHERN FINANCIAL CORPORATION

FILED
96 OCT -9 PM 2:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The corporate name that satisfies the requirements of section 607.0401 is First Southern Financial Corporation.

SECOND: The street address and mailing address of the initial principal office of the Corporation is c/o Smith, Gambrell & Russell, 3343 Peachtree Road, Suite 1800, Atlanta, Georgia 30326.

THIRD: The number of shares the Corporation is authorized to issue is 10,000,000 shares, \$.01 par value.

FOURTH: The number of directors who will serve on the initial board of directors shall be eight (8).

FIFTH: The street address of the initial registered Office of the corporation is c/o C T Corporation, 1200 South Pine Island Road, City of Plantation, Florida 33324, and the name of its initial registered agent at such address is C T Corporation System.

SIXTH: The name and address of the Incorporator
is: Tamara Odom
660 East Jefferson Street
Tallahassee, FL 32301

The undersigned has executed these Articles of Incorporation

this 9th day of October, 1996.

Tamara Odom, Incorporator
Signature/Title

Acceptance by the registered agent as required in Section 607.0501 (3) F.S.: C T Corporation System is familiar with and accepts the obligations provided for in Section 607.0505.

C T Corporation System

Dated 10/9, 19 96. By Connie Bryan

CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

FILED

96 OCT -9 PM 2:06

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96 0000 83351

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CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

FILED
91 FEB 18 PM 3:15
TALLAHASSEE, FLORIDA

400002090354--1
-02/18/97--01106--022
*****35.00 *****35.00

First Southern Financial Corporation
changing its name to:

Edison Bancshares, Inc.

☐ Profit

☐ NonProfit

☐ Limited Liability Co.

☒ Amendment

☐ Merger

☐ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other UCC Filing

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Fic. Name

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CR2E031 (1-89)

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N. HENDRICKS FEB 18 1997

Please see attached
letter(s). Thank you.

SMITH, GAMBRELL & RUSSELL, LLP

ATTORNEYS AT LAW

ATLANTA FINANCIAL CENTER

SUITE 1800

3343 PEACHTREE ROAD, N.E.

ATLANTA, GEORGIA 30326-1010

ESTABLISHED 1893

February 17, 1997

(404) 264-2652
TELECOPIER (404) 264-2653

Margaret E. Fossitt
(404) 264-2655

MIDTOWN OFFICE
SUITE 5100, PROMENADE II
1820 PEACHTREE STREET, N.E.
ATLANTA, GEORGIA 30309-3888
(404) 818-2800
TELECOPIER (404) 818-2808

BY FEDERAL EXPRESS

CT Corporation Systems
660 E. Jefferson Street
Tallahassee, FL 32301

FEB 18 1997
LPS 10:10

Attention: Connie Bryan

Re: Articles of Amendment for First Southern Financial Corporation
Order # 782494 from the Atlanta office: Scott Arthur, representative

Dear Ms. Bryan:

Enclosed are fully-executed original Articles of Amendment for First Southern Financial Corporation which change the corporation's name to Edison Bancshares, Inc. Also enclosed is correspondence from Wm. Douglas Johnson, Assistant Director of the Florida Division of Banking, granting approval to use the word "bank" in the Corporation's name.

We would appreciate your filing these Articles with the Florida Secretary of State on Tuesday, February 18, 1997. I was told by the Secretary of State's office that although February 18 will be the effective date of the filing, the documents may not be returned to you until the next day. I would appreciate your confirming the filing to me by fax on Tuesday at (404) 264-2652, and sending the evidentiary documents to me by Federal Express at the above address when you receive them.

If you have any questions, please do not hesitate to call.

Sincerely,

Margaret E. Fossitt

Margaret E. Fossitt
Legal Assistant

Enclosure

cc: Peggy Hyche
Robert C. Schwartz, Esq.
Mar'lon F. Starr, Esq.

[cc:pbh&stj]



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

OFFICE OF COMPTROLLER
DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA
TALLAHASSEE
32399-0350

January 28, 1987

Margaret E. Fosatt
Legal Assistant
Smith, Gambrell & Russell, LLP
Attorneys at Law
Atlanta Financial Center
Suite 1800
3343 Peachtree Road, NE
Atlanta, GA 30328-1010

Dear Ms. Fosatt:

Re: "Edison Bancshares, Inc."

Reference is made to your letter/fax dated January 23, requesting approval of the above-referenced corporate name which will be a bank holding company of Edison National Bank, Fort Myers, Florida.

As Section 655.022(2)(a), Florida Statutes, exempts a financial institution, holding company or its subsidiaries from the prohibition against using the word "bank", "banker", "banking", "trust company", "savings and loan association", "savings bank", or "credit union" in its corporate name, the Division of Banking will not object to the above-subject corporate name being registered to transact business in the State of Florida.

Sincerely,

A handwritten signature in black ink, appearing to read "Wm. Douglas Johnson", is written over a horizontal line.

Wm. Douglas Johnson
Assistant Director
Division of Banking
101 E. Gaines Street - Suite 636
The Fletcher Building
Tallahassee, FL 32399-0350
(904) 488-1111
Fax # (904) 621-2366

:kr

cc: Karon Bayer, Chief
Bureau of Corporate Records
Secretary of State's Office

**ARTICLES OF AMENDMENT
OF
FIRST SOUTHERN FINANCIAL CORPORATION**

FILED
97 FEB 18 PM 3:15
TAMPA, FLORIDA

Pursuant to Section 607.1006 of the Florida Business Corporation Act, the undersigned Corporation adopts these Articles of Amendment.

FIRST: The name of the Corporation is First Southern Financial Corporation.

SECOND: The Articles of Incorporation of this Corporation are amended by changing the Article numbered "First" so that, as amended, said Article shall read as follows:

The corporate name that satisfies the requirements of Section 607.0401 is Edison Bancshares, Inc.

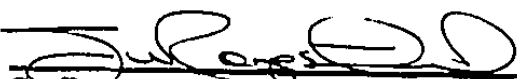
THIRD: Prior to the issuance of shares, the amendment was adopted by the Board of Directors without shareholder action and shareholder action was not required.

FOURTH: The amendment to the Articles of Incorporation of the Corporation set forth above was adopted by the Board of Directors on the 14th day of February, 1997.

Signed this 14 day of February, 1997

FIRST SOUTHERN FINANCIAL CORPORATION

By:


Geoffrey W. Roepstorff, Director


Robbie B. Roepstorff, Director

Document Number Only

P96000083351

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

200002223522--2
-07/03/97-01001--006
*****35.00 *****35.00

Amended &

Restated

Edison Bancshares, Inc.

- ☐ Profit
☐ NonProfit
☐ Limited Liability Co.

☒ Amendment + Restated Arts

☐ Merger

☐ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other Acc Filing

☐ Reinstatement

☐ Reservation

☐ Change of A.A.

☐ Certified Copy

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Verifier	Don
Acknowledgment	Don
W.P. Verifier	Don

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
EDISON BANCSHARES, INC.**

The Corporation, formerly First Southern Financial Corporation, whose Articles of Incorporation were originally filed with the Florida Department of State on October 9, 1996, hereby amends and restates these Articles, effective as of June 4, 1997, the date on which such amendments and restatement were duly approved by the shareholders of the Corporation pursuant to Sections 607.1003 and 607.1007 of the Florida Business Corporation Act.

ARTICLE I.

The corporate name that satisfies the requirements of Section 607.0401 is Edison Bancshares, Inc.

ARTICLE II.

The street and mailing address of the principal office of the Corporation is 4575 Via Royale, Suite 108, Fort Myers, Florida 33919.

ARTICLE III.

The Corporation shall have authority to issue 10,000,000 shares of capital stock, \$.10 par value.

ARTICLE IV.

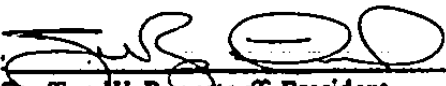
The street address of the registered office of the Corporation is 1200 South Pine Island Road, Plantation, Florida 33324. The registered agent of the Corporation is CT Corporation System.

ARTICLE V.

The name and address of the Incorporator of the Corporation is Tamara Odom, 660 East Jefferson Street, Tallahassee, Florida 32301.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation on the 30th day of June, 1997.

EDISON BANCSHARES, INC.

By: 

Geoffrey W. Roepstorff, President

97 JUN -2 PM 3:51
FILED
TALLAHASSEE
SECRETARY OF STATE

EXHIBIT I
ARTICLES OF AMENDMENT
OF
FIRST SOUTHERN FINANCIAL CORPORATION

Pursuant to Section 607.1006 of the Florida Business Corporation Act, the undersigned Corporation adopts these Articles of Amendment.

FIRST: The name of the Corporation is First Southern Financial Corporation.

SECOND: The Articles of Incorporation of this Corporation are amended by changing the Article numbered "First" so that, as amended, said Article shall read as follows:

ARTICLE I.

The corporate name that satisfies the requirements of Section 607.0401 is Edison Bancshares, Inc.

THIRD: The Articles of Incorporation of this Corporation are amended by changing the Article numbered "Third" so that, as amended, said Article shall read as follows:

ARTICLE III:

The Corporation shall have authority to issue 10,000,000 shares of capital stock, \$.10 par value.

FOURTH: Subsequent to the issuance of shares, the amendments set forth above were adopted by the shareholders of the Corporation pursuant to Section 607.1003 and the number of votes cast for the amendments was sufficient for such adoption and approval.

FIFTH: The amendments to the Articles of Incorporation of the Corporation set forth above were adopted by the shareholders of the Corporation on the 4th day of June, 1997.

Signed this 30th day of June, 1997

FIRST SOUTHERN FINANCIAL CORPORATION

By: _____


Geoffrey W. Roepstorff, President

**CERTIFICATE
OF
EDISON BANCSHARES, INC.**

In accordance with Section 607.1007 of the Florida Business Corporation Act, Edison Bancshares, Inc. (the "Corporation") has caused to be executed and delivered to the Florida Department of State the preceding Amended and Restated Articles of Incorporation of the Corporation, which contain information requiring shareholder approval. Pursuant to Section 607.1006 of the Florida Business Corporation Act, attached hereto as Exhibit 1 are the Corporation's Articles of Amendment.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Edison Bancshares, Inc. on the 30th day of June, 1997.

EDISON BANCSHARES, INC.

By: 

Geoffrey W. Roepstorff, President