

Intra-Office
Communication

Comptroller of Florida
Division of Banking

99900009/377

DATE: October 15, 1999

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

FROM: Bruce Ricca, Licensing and Chartering

SUBJ: **HORIZON BANK**
Bradenton, Manatee County
(Approved New Bank)

99 OCT 15 PM 4:05
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please file the attached Articles of Incorporation for the above-referenced bank, using **TODAY'S DATE**, as the effective date.

Please make the following distribution of certified copies:

(1) One copy to: Division of Banking
Office of Licensing and Chartering
101 East Gaines Street, Suite 636

(2) One copy to: Mr. Charles S. Conoley
Horizon Bank
Post Office Box 14684
Bradenton, Florida 34280

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-10/18/99--01001--007
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(3) One Copy to: Federal Deposit Insurance Corporation
One Atlantic Center, Suite 1600
1201 West Peachtree Street, N.E.
Atlanta, Georgia 30309-3449

The attached is a check which represents payment of the filing fees, charter tax and certified copies. If you have any questions, please call 410-9528.

BR.articles

cc: Bureau of Financial Institutions - District I

10/18 Talked to Bruce Ricca,
Div. of Banking - Horizon
Bank of Florida (012295)
will merge into "Bank of
Anacala" by 10/31/99 and not
be a name conflict for this
bank. (10/18)

ARTICLES OF INCORPORATION

OF

HORIZON BANK

FILED
99 OCT 15 PM 4:06
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, hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be Horizon Bank (the "Corporation"). Its initial place of business shall be 901-53rd Avenue, East, Bradenton, Florida 34203, or at such other place as the Board of Directors shall designate.

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 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 10,000,000. Such shares shall be of a single class and shall have no par value. The Corporation shall begin business with at least \$2,640,000 in paid-in common capital stock to be divided into 528,000 shares. The amount of surplus with which the Corporation will begin business will be not less than \$1,880,000 and the amount of undivided profits, not less than \$510,000 all of which (capital stock, surplus and undivided profits) shall be paid in cash.

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 less than one (1) or more than fifteen (15). The Corporation shall have nine (9) directors initially. The number of directors may be increased or

decreased from time to time by vote of the shareholders. The names and street addresses of the initial directors of the Corporation are:

Thomas C. Bennett, Jr.
6144-9th Avenue Cir., N.E.
Bradenton, Florida 34202

David K. Scherer
4239-63rd St. West
Bradenton, Florida 34209

Charles S. Conoley
Suite C, 3005-26th St., West
Bradenton, Florida 34203

Bruce E. Shackelford
1205-28th Ave. & Highway 30
Ellenton, Florida 34222

Michael Shannon Glasgow
1209-44th Avenue East
Bradenton, Florida 34203

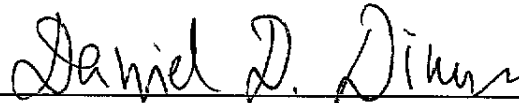
Mary Ann P. Turner
2504-64th Street Ct. East
Bradenton, Florida 34208

C. Donald Miller, Jr.
1111-3rd Ave. West
Bradenton, Florida 34205

Clarence R. Urban
2108 Whitfield Park Loop
Sarasota, Florida 34243

Stephen C. Mullen
8440 North Tamiami Trail
Sarasota, Florida 34242

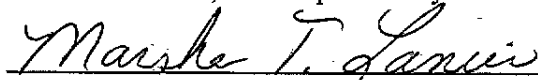
In witness of the foregoing, the undersigned has executed these Articles of Incorporation this 13th day of October, 1999.



Daniel D. Dinur, Incorporator

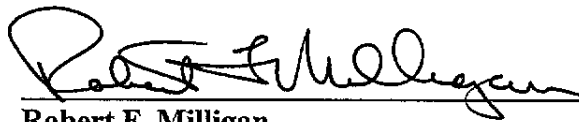
**STATE OF GEORGIA
COUNTY OF FULTON**

The foregoing instrument was acknowledged before me this 13th day of October, 1999 by Daniel D. Dinur, who is personally known to me and did take an oath.



Notary Public. My commission expires 11/17/2002

Approved by the Department of Banking and Finance this 14th day of October, 1999.



Robert F. Milligan
Commissioner of the State of Florida and
Head of the Department of Banking and Finance