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Inter-Office
Communication

Comptroller of Florida
Division of Banking

DATE: November 15, 1999

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

FROM: Bruce Ricca, Licensing and Chartering

SUBJ: **FIRST BUSINESS BANK**
Melbourne, Brevard County
(Approved New Bank)

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. Daryl A. Bishop
Mr. William C. Koehne
Community Bank of the South
Post Office Box 410241
Melbourne, Florida 32941
- (3) One Copy to: Federal Deposit Insurance Corporation
One Atlantic Center, Suite 1600
1201 West Peachtree Street, N.E.
Atlanta, Georgia 30309-3449

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

REGISTER NOV 16 1999

**ARTICLES OF INCORPORATION
OF
FIRST BUSINESS BANK**

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SECRETARY OF STATE
TALLAHASSEE, 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 First Business Bank and its initial place of business shall be 340 North Harbour City Boulevard, Melbourne, County of Brevard, in the State of Florida 32935.

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 2,000,000. 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 \$2,750,000 in paid-in common capital stock to be divided into 550,000 shares. The amount of surplus with which the corporation will begin business will be not less than \$1,650,000 and the amount of undivided profits, not less than \$750,000 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

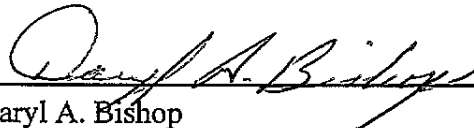
The number of directors shall not be fewer than five (5). A majority of the full board of directors may, at any time during the years following the annual meeting of shareholders in which such action has been authorized, increase the number of directors by not more than two and appoint persons to fill resulting vacancies. The names and street addresses of the first directors of the corporation are:

<u>Name</u>	<u>Street Address</u>
Daryl A. Bishop	703 Danesbrook Way, Melbourne, FL 32940
Gary R. Cunningham	607 Rockledge Drive, Rockledge, FL 32955
Charles J. Frazee	2860 Rocky Point Rd., Malabar, FL 32950
Gary B. Frese	1891 Hwy A1A, #303, Indian Harbour Beach, FL 32937
John P. Genoni, Jr.	P. O. Box 41009, Melbourne, FL 32941
William A. Harr	205 Ballyshannon, B502, Melbourne Beach, FL 32951
William C. Koehne	2560 Wild Wood Drive, Melbourne, FL 32935
Thomas L. Powers	149 Martesia Way, Indian Harbour Beach, FL 32937
John R. Todd	2920 Rocky Point Road, Malabar, FL 32950
I. D. Voldness	215 Ballyshannon, C502, Melbourne Beach, FL 32951
Kenneth A. Whittaker	607 Rossmoor Circle, Melbourne, FL 32940
Myles H. Wilkinson	1319 Rockledge Drive, Rockledge, FL 32955

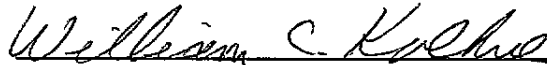
ARTICLE VI

The name and street address of the persons signing these Articles of Incorporation as incorporators are Daryl A. Bishop, 703 Danesbrook Way, Melbourne, FL 32940 and William C. Koehne, 2560 Wild Wood Drive, Melbourne, FL 32935.

In witness of the foregoing, the undersigned incorporators have executed these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribe thereto and hereunto set their hand and seal this 28th day of October, A.D. 1999.



 Daryl A. Bishop

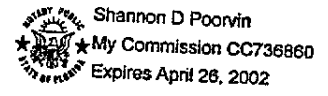


 William C. Koehne

STATE OF FLORIDA)
COUNTY OF BREVARD)

The foregoing instrument was acknowledged before me this 28th day of October 1999,
by Daryl A. Bishop and William C. Koehne.

Shannon D. Poorvin
Printed Name: Shannon D. Poorvin
Notary Public - State of Florida at Large



Personally Known or Produced Identification
Type of Identification Produced _____

Approved by the Department of Banking and Finance this 10TH day of November,
1999.

[Signature]
Comptroller of the State of Florida and Head of the
Department of Banking and Finance

Tallahassee, Florida

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA