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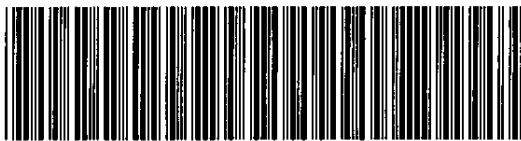
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**INTEROFFICE
COMMUNICATION**



**OFFICE OF FINANCIAL
REGULATION**

DATE: March 16, 2007

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

FROM: Joseph Matthews, Licensing and Chartering

SUBJ: Gateway Bank of Central Florida
Ocala, Marion County, Florida
(Proposed New Bank)

Please file the attached Articles of Incorporation for the above-referenced institution, using the DATE OF FILING, as the effective date.

Please make the following distribution of certified copies:

- (1) One copy to: Joseph Matthews
Office of Financial Regulation
Licensing & Chartering
200 East Gaines Street
Tallahassee, FL 32399-0371
- (2) Two copies to: Mr. John P. Greeley
Smith Mackinnon, PA
Post Office Box 2254
Orlando, Florida 32802
- (1) One copy to: Mr. Tim Flono
(Uncertified) Federal Deposit Insurance Corporation
10 Tenth Street, N. E.
Suite 800
Atlanta, Georgia 30309-3906

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Also attached is a check that represents payment of the filing fees, charter tax and certified copies. If you have any questions, please call 410-9504.

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
GATEWAY BANK OF CENTRAL 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 Central Florida and its initial place of business shall be at 2210 S.E. 17th Street, Suite 301, Ocala, Marion County, Florida 34471.

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 \$7,500,000 in paid-in common capital stock to be divided into 1,500,000 shares. The amount of surplus with which the corporation will begin business will be not less than \$7,000,000.

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>
Richard L. Andrews	2290 SE Laurel Run Drive, Ocala, Florida 34471
Fred C. Armstrong	8180 SE 15 th Court, Ocala, Florida 34480
Kirk A. Boone	1729 SE 8 th Street, Ocala, Florida 34471
Roy T. Boyd III	1912 SE 7 th Street, Ocala, Florida 34471
Russell S. Branson	1607 SE 13 th Street, Ocala, Florida 34471

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Thomas D. Ingram	1244 SE 7 th Street, Ocala, Florida 34471
Kenneth H. MacKay III	2334 SE Fort King Street, Ocala, Florida 34471
Raymond E. McBride III	1720 SE 11 th Street, Ocala, Florida 34471
Albert B. Peek	303 SE 15 th Avenue, Ocala, Florida 34471
Frederick N. Roberts, Sr.	1107 SE 7 th Street, Ocala, Florida 34471

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 Thomas D. Ingram, 1244 SE 7th Street, Ocala, Florida 34471.

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 7th day of March, 2007.

Thomas D. Ingram

 Thomas D. Ingram

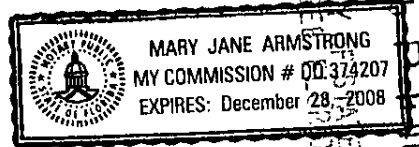
STATE OF FLORIDA)
 COUNTY OF MARION)

The foregoing instrument was acknowledged before me this 7th day of March, 2007, by Thomas D. Ingram.

Mary Jane Armstrong

 Printed Name: _____
 Notary Public - State of Florida at Large

Personally known or Produced Identification
 Type of Identification Produced _____

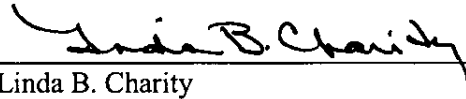


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Approved by the Florida Office of Financial Regulation this _____ day of _____,
2007.

Tallahassee, Florida



Linda B. Charity
Director, Division of Financial Institutions

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