

F07000000000 77

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KARON

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Thanks!
Karon

she is attaching this (2)

FOREIGN PROFIT/NONPROFIT CORPORATION

THE BANKSHARES, INC.

OK per B

Certificate of Status	0
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This is the 2nd part of the "trilogy".
File this after the first merger audit #

H07000003916.

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COMMISSIONER OF
AGRICULTURE

November 15, 2006

Mr. Gary Rice
Simpson, Thacher & Bartlett
425 Lexington Avenue
New York, New York 10017-3954

Dear Mr. Rice:

Re: Application for Authority to Indirectly Acquire a Controlling Interest in The Bank Brevard, Melbourne, Brevard County, Florida (Bank), by The BANKshares, Inc., John Eggemeyer, Mark Merlo, William Ruh, Castle Creek Capital Partners III LP, Castle Creek Capital III LLC, Eggemeyer Capital LLC, Ruh Capital LLC and Legions IV Advisory Group (Applicants) Administrative File No. 0359-B-11/06

I, Linda B. Charity, Director of the Division of Financial Institutions, Office of Financial Regulation (Office), have considered the information presented in the application for Authority to Acquire a Controlling Interest in The Bank Brevard (Bank) by the Applicants. I give notice that I intend to approve the application and make the following:

FINDINGS OF FACT

- (1) The application was filed with the Office on September 8, 2006.
- (2) Notice of the application was published in the Florida Administrative Weekly on September 22, 2006. No request for a hearing was made and none was held.
- (3) The application was deemed substantially complete as of October 17, 2006, resulting in a decision due date of January 15, 2007.
- (4) Applications were approved by the Federal Reserve Bank of San Francisco on September 29, 2006, for The BANKshares, Inc. (Holdings), Rancho Santa Fe, California, to become a bank holding company by acquiring 100 percent of THE BANKshares, Inc., Melbourne, Florida, and indirectly the Bank pursuant to Section 3(a)(1) of the Bank Holding Company Act; and for the Applicants and Holdings to acquire 100 percent of THE BANKshares, Inc., pursuant to Section 3(a)(3) of the Bank Holding Company Act.
- (5) The Bank is a ^{Rand C.} state-chartered bank with its main office located at 300 South Harbor City Boulevard, Melbourne, Brevard County, Florida. It is authorized to operate two branch offices in Florida. The Bank is a wholly owned subsidiary of THE BANKshares, Inc., a Florida bank holding company registered under the Bank Holding Company Act, headquartered in Melbourne, Florida. The Bank has been in existence and operating for more than three years.

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. The BANKshares, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Ltd.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

(State or country under the law of which it is incorporated)

3. 11-3795684

(FEI number, if applicable)

4. June 13, 2006

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. _____

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 6051 El Tordo, Rancho Santa Fe, CA 92067

(Principal office address)

6051 El Tordo, Rancho Santa Fe, CA 92067

(Current mailing address)

8. Bank holding company.

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: CT Corporation System

Office Address: 1200 SOUTH PINE ISLAND ROAD

PLANTATION

(City)

, Florida 33324

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Carine B. [Signature]
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

FILED
07 JAN -5 PM 2:53
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Mark Merlo

Address: 6051 El Tordo, Rancho Santa Fe, CA 92067

Vice Chairman: Mark Merlo

Address: 6051 El Tordo, Rancho Santa Fe, CA 92067

Director: Mark Merlo

Address: 6051 El Tordo, Rancho Santa Fe, CA 92067

Director: _____

Address: _____

B. OFFICERS

President: Mark Merlo

Address: 6051 El Tordo, Rancho Santa Fe, CA 92067

Vice President: Mark Merlo

Address: 6051 El Tordo, Rancho Santa Fe, CA 92067

Secretary: Mark Merlo

Address: 6051 El Tordo, Rancho Santa Fe, CA 92067

Treasurer: Mark Merlo

Address: 6051 El Tordo, Rancho Santa Fe, CA 92067

NOTE: If necessary, you may attach as addendums to the application listing additional officers and/or directors.

13. 

(Signature of Director or Officer listed in number 12 of the application)

14. Mark Merlo

(Typed or printed name and capacity of person signing application)

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THE BANKSHARES, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



4169875 8300

061200830

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5317565

DATE: 12-29-06