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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

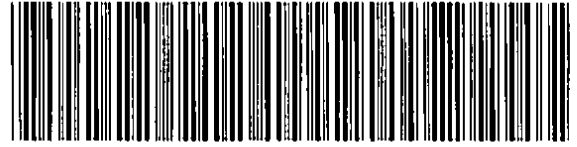
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EFFECTIVE DATE

12/21/2021

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Office of Financial Regulation
Commissioner's Office

SMITH MACKINNON, PA
ATTORNEYS AT LAW

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JOHN P. GREELY

December 15, 2021

Via Federal Express

Jason Guevara
Division of Financial Institutions
Florida Office of Financial Regulation
200 East Gaines Street
Tallahassee, Florida 32399-0371

Re: Pilot Bank
Tampa, Florida

Dear Jason:

Enclosed are three copies of each of the following documents:

1. Articles of Merger of National Aircraft Finance Company ("NAFC") into Pilot Baneshares, Inc. ("PBI");
2. Restated Articles of Incorporation of Pilot Bank (*the OFR needs to sign page 3 of each document*);
3. Restated Articles of Incorporation of PBI (*the OFR needs to sign page 3 of each document*);
4. Articles of Merger between PBI and Pilot Bank; and
5. Articles of Merger between Pilot Bank and Lake Michigan Credit Union ("LMCU").

Please note that the Articles of Merger for NAFC and PBI are for the merger of NAFC as a subsidiary of PBI with and into PBI. The Restated Articles for Pilot Bank restate its articles to increase its authorized shares for the merger of PBI into Pilot Bank. The PBI Restated Articles convert PBI to a successor institution. The Articles of Merger for PBI and Pilot Bank are for the merger of PBI with and into Pilot Bank. Finally, the Articles of Merger between Pilot Bank and LMCU are for the merger of Pilot Bank with and into LMCU.

I have also enclosed a check in the amount of \$367.50 payable to the Florida Secretary of State representing the following filing fees:

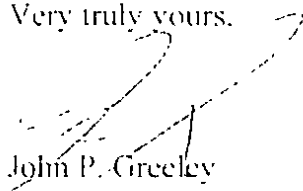
1. Articles of Merger between NAFC and PBI - \$70.00 filing fee and \$17.50 for two certified copies;
- X 2. Restated Articles of Incorporation of Pilot Bank - \$35.00 filing fee and \$17.50 for two certified copies;
3. Restated Articles of Incorporation of PBI - \$35.00 filing fee and \$17.50 for two certified copies;
4. Articles of Merger between PBI and Pilot Bank - \$70.00 filing fee and \$17.50 for two certified copies; and
5. Articles of Merger between Pilot Bank and LMCU - \$70.00 filing fee and \$17.50 for two certified copies.

With regard to the two certified copies of each of the five foregoing documents, one set is for your files, and one set should be mailed to me.

Please do not file the documents with the Florida Secretary of State until I call you to let you know that we have received written approval from NCUA.

As you review the foregoing and the attached materials, please let me know if you have any questions or comments. As always, we very much appreciate your assistance.

Very truly yours,



John P. Greeley

JPG:br

Enclosures

Copy to: Roy N. Hellwege
Chief Executive Officer
Pilot Bank

EFFECTIVE DATE
12/21/2021

RESTATED
ARTICLES OF INCORPORATION
OF
PILOT BANK

Pursuant to the provisions of the Florida Financial Institutions Codes and Section 607.1007, Florida Statutes, Pilot Bank does hereby amend and restate its Articles of Incorporation by adopting the following Restated Articles of Incorporation which shall take effect as of 11:56 P.M., Eastern Standard Time, on December 21, 2021.

ARTICLE I

The name of the Corporation is Pilot Bank and its principal place of business shall be at 12471 Linebaugh Avenue, Tampa, Florida 33626.

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 aggregate number of shares of common stock (referred to in these Restated Articles of Incorporation as "Common Stock") which the Corporation shall have authority to issue is 20,000,000 with a par value of \$5.00 per share.

The holders of Common Stock shall each be entitled to one vote for each share held. There shall be no cumulative voting in the election of directors.

No holders of shares of any class of the capital stock of the Corporation shall have as a matter of right any preemptive or preferential right to subscribe for, purchase, receive, or otherwise acquire any part of any new or additional issue of stock of any class, whether now or hereafter authorized, or any bonds, debentures, notes, or other securities of the Corporation, whether or not convertible into shares of stock of the Corporation.

ARTICLE IV

The term for which this Corporation shall exist shall be perpetual unless terminated pursuant to the Florida Financial Institutions Codes.

ARTICLE V

The number of Directors of this Corporation shall be not fewer than five. A majority of the full Board of Directors may, at any time during the year following an 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 power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

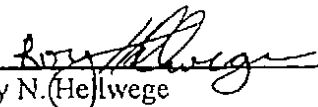
ARTICLE VII

These Restated Articles of Incorporation consolidate all amendments into a single document and may be amended in the manner from time to time provided by law and the right conferred upon the shareholders by any provision of these Restated Articles of Incorporation is hereby made subject to this reservation.

CERTIFICATE

The foregoing Restated Articles of Incorporation were duly adopted and approved by the (a) Board of Directors of the Corporation on June 16, 2021, and (b) holders of the outstanding shares of Common Stock, being the sole voting group entitled to vote on the Restated Articles of Incorporation, on June 16, 2021 and the number of votes cast for the Restated Articles of Incorporation was sufficient for approval by the holders of Common Stock.

IN WITNESS WHEREOF, the undersigned Chairman and Chief Executive Officer of this Corporation has executed these Restated Articles of Incorporation on December 13, 2021.




Roy N. Hellwege
Chairman and Chief Executive Officer

APPROVAL

Restated Articles of Incorporation approved by the Florida Office of Financial Regulation
this 17th day of December, 2021.

Tallahassee, Florida



Commissioner