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Florida Department of State
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To:

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Fax Number : (850) 205-0381

From:

Account Name : UPCHURCH, BAILEY & UPCHURCH, P.A.
Account Number : 075350000207
Phone : (904) 829-9066
Fax Number : (904) 825-4862

FLORIDA NON-PROFIT CORPORATION

The Prosperity Bank Foundation, Inc.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

May 25, 2005

UPCHURCH, BAILEY & UPCHURCH, P.A.

SUBJECT: THE PROSPERITY BANK FOUNDATION, INC.
REF: W05000026110

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Written approval and clearance of the words BANK, BANC, BANCO, BANQUE, BANKER, BANKING, TRUST COMPANY, SAVINGS AND LOAN ASSOCIATION, SAVINGS BANK or CREDIT UNION, or words of similar import in any context or any manner must be obtained from the Office of Financial Regulation, pursuant to section 655.922(2a), Florida Statutes.

Enclosed is a "Corporate Name Approval Request" form to be completed and sent to the address indicated on the form. If the proposed name is approved by the Office of Financial Regulation, resubmit the document and the approval letter to the Division of Corporations for filing.

If you have any further questions concerning your document, please call (850) 245-6962.

Valerie Ingram
Document Specialist
New Filings SectionFAX Attn. #: 805000127010
Letter Number: 005A00037636

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DIVISION OF BANKING

850 410 5548 FAX 850 410 9548



OFFICE OF FINANCIAL REGULATION

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COMMISSIONER

FINANCIAL SERVICES
COMMISSION

JEB BUSH
GOVERNOR

TOM GALLAGHER
CHIEF FINANCIAL OFFICER

CHARLIE CRIST
ATTORNEY GENERAL

CHARLES BRONSON
COMMISSIONER OF
AGRICULTURE

June 1, 2005

Ms. Sharon Phillips
Upchurch Bailey & Upchurch, PA
780 N. Ponce de Leon Boulevard
St. Augustine, Florida 32085

Re: The Prosperity Bank Foundation, Inc.

Dear Ms. Phillips:

Reference is made to your recent letter/fax requesting approval of the above-referenced name which will be a charitable entity to be owned and operated by the bank.

Section 656.922, Florida Statutes, exempts a financial institution holding company or its subsidiaries from the prohibition of using the word "bank," "banco," "banque," "banker," "banking," "trust company," "savings and loan association," "savings bank," or "credit union," or words of similar import, in any context or in any manner in its corporate name. Therefore, this Office will not object to the use of the above referenced name being registered to transact business in the state of Florida.

Sincerely,

A handwritten signature in cursive script that reads "Linda B. Charity".

Linda B. Charity
Director

LBC:ker

cc: Karon Beyer, Chief, Bureau of Commercial Recordings, Division of Corporations,
Secretary of State's Office

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ARTICLES OF INCORPORATION

of

THE PROSPERITY BANK FOUNDATION, INC.

These Articles of Incorporation are signed and filed with the Secretary of State of the State of Florida in order to form a not for profit corporation under the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be The Prosperity Bank Foundation, Inc.

ARTICLE II

Initial Office And Mailing Address

The initial principal office and the mailing address of the corporation is 790 North Ponce de Leon Blvd., St. Augustine, Florida 32084.

ARTICLE III

Registered Office And Agent

The initial registered office of the corporation is 790 North Ponce de Leon Blvd., St. Augustine, Florida 32084 and the registered agent of the corporation at that address is Eddie Creamer.

ARTICLE IV

Purpose

The Corporation is organized for any lawful purpose or purposes authorized by the not-for-profit corporation laws of the State of Florida. Further, it is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The Corporation is further organized to serve the citizens and communities where Prosperity Bank has offices and conducts its business. It shall serve these citizens and

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communities by contributing funds to support the charitable and civic activities of individuals, charitable organizations, and government.

ARTICLE V

Prohibited Activities

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons, except the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VI

Directors

The initial seven (7) directors of the corporation shall be elected by the directors of Prosperity Bank. Of the initial directors, five (5) shall be directors, officers, and/or employees of Prosperity Bank and two (2) shall not be directors, officers, stockholders, or employees of Prosperity Bank. Subsequent directors shall be nominated by the Board of Directors of the corporation, and elected by the directors of Prosperity Bank.

The Board of Directors shall never consist of less than five (5) nor more than thirteen (13) directors, the actual number to be determined in the by-laws of the corporation. The directors shall be assigned to classes, shall serve three (3) year terms, and are eligible for re-election.

A majority of the Directors shall consist of individuals who are directors, officers, and/or employees of Prosperity Bank.

ARTICLE VII

Membership

The sole members of the corporation shall be those individuals serving from time to time as a director of the corporation.

ARTICLE VIII

Dissolution And Distribution Of Assets

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized exclusively for such purposes.

ARTICLE IX

Incorporators

The incorporators of this corporation are:

<u>Name</u>	<u>Address</u>
Mark F. Bailey	309 Redwing Lane St. Augustine, Fl 32080
Fred H. Bozard	317 Redwing Lane St. Augustine, Fl 32080
Eddie Creamer	4229 Wicks Branch Road St. Augustine, Fl 32086
David Lee	2513 Wrightson Drive Jacksonville, Fl 32223
Melvin McQuaig	2761 Race Track Road St. Augustine, Fl 32095
Melissa Miller	P.O. Box 1055 Palatka, FL 32178
Jim G. Russakis	8803 Indrio Road Ft. Pierce, Fl 34951

Vernon D. Smith, Vice Chairman

P. O. Box 370
Ft. Pierce, Fl 34950

Ron Szymanski

84 Comance Court
Palm Coast, Fl 32137

Karen Taylor

3409 Lands End Drive
St. Augustine, Fl 32084

Hamilton D. Upchurch

700 Wildwood Drive
St. Augustine, Fl 32086


Tracy Wilson Upchurch

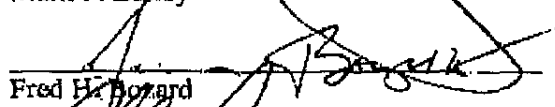
398 Old Quarry Road
St. Augustine, Fl 32080

ARTICLE X

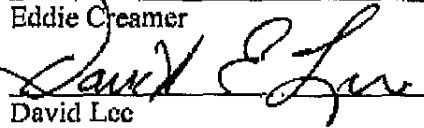
Amendment

These Articles of Incorporation may be amended in the manner provided by law.



Mark F. Bailey


Fred H. Howard


Eddie Creamer


David Lee

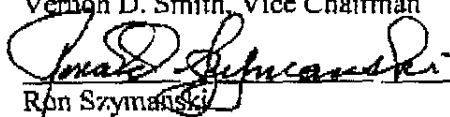

Melvin McQuaig

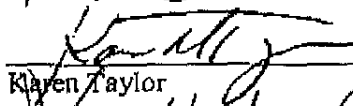

Melissa Miller

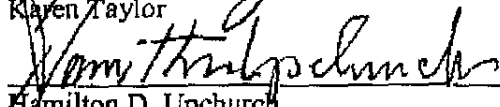

Jim G. Russakis

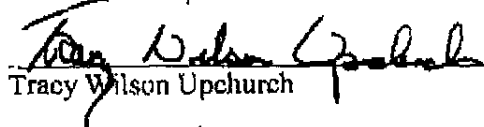
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Vernon D. Smith, Vice Chairman


Ron Szymanski


Karen Taylor


Hamilton D. Upchurch


Tracy Wilson Upchurch

These Articles are executed this 18th day of May, 2005

ACCEPTANCE BY REGISTERED AGENT

I am familiar with and accept the duties and responsibilities as Registered
Agent for the foregoing corporation.


Eddie Creamer

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