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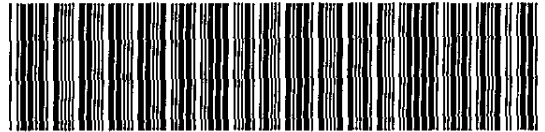
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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2003 JUL 22 PM 4:06

Restated Articles  
W/Name Change  
LFS  
7-23-03

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# STATE OF FLORIDA

## OFFICE OF FINANCIAL REGULATION

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**DATE:** July 10, 2003

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

**FROM:** Bruce Ricca, Licensing and Chartering

**SUBJ:** Advantage Bank  
North Palm Beach, Palm Beach County  
(Name change to 1<sup>st</sup> United Bank & designate new directors)

Please file the attached Amended and Restated Articles of Incorporation for the above-referenced institution, using JULY 10, 2003, as the effective date.

Please make the following distribution of copies:

- (1) One copy to: Bruce Ricca  
(certified) Office of Financial Institutions (Licensing & Chartering)  
Fletcher Building, 6<sup>th</sup> Floor  
200 East Gaines Street  
Tallahassee, FL 32399-0371
- (2) Two copies to: Mr. Russell T. Kamradt, Esq.  
(certified) 11641 Kew Gardens Avenue, Suite 207  
Palm Beach Gardens, Florida 33410-2846
- (3) One copy to: Mr. Tim Flono  
(uncertified) Federal Deposit Insurance Corporation  
10 Tenth Street, N. E.  
Suite 800  
Atlanta, Georgia 30309-3906

The attached is a check that represents payment of the filing fees, charter tax and certified copies. If you have any questions, please call 410-9528.

## **RESTATED ARTICLES OF INCORPORATION OF ADVANTAGE BANK**

Advantage Bank, whose original Articles of Incorporation were filed by the Florida Department of State on March 7, 2000 does hereby amend and restate its Articles of Incorporation by filing the following Restated Articles of Incorporation, pursuant to Section 607.1007, of the Florida Business Corporation Act (the "Act").

2003 JUL 22 PM 4: 06  
SELF-ATTESTED  
DIVISION OF CORPORATIONS

### **ARTICLE I**

The name of the corporation shall be 1<sup>st</sup> United Bank and its initial place of business shall be at 741 U.S. Highway One, in the Village of North Palm Beach, in the County of Palm Beach and State of Florida.

### **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 3,000,000.00. 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 \$3,100,000.00 in paid-in common capital stock to be divided into 620,000 shares.

### **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 (2) and appoint persons to fill resulting vacancies. The names and street addresses of the directors of the corporation are:

<b>Name</b>	<b>Street Address</b>
Warren S. Orlando	21731 Frontenac Court Boca Raton, FL 33433
Rudy S. Schupp	11874 Lakeshore Place North Palm Beach, FL 33408
John Marino	14662 Rolling Rock Place Wellington, FL 33414

David A. Friedman

7069 Brunswick Circle  
Boynton Beach, FL 33437

Herman Jeffer

19950 Beach Road, Apt. 8N  
Jupiter Island, FL 33469

Alan Tucker

3440 S. Ocean Blvd., 502 S.  
Palm Beach, FL 33480

Paula Berliner

2600 Island Boulevard, #806  
Aventura, FL 33160

Jeffrey L. Carrier

62 Fountain Circle  
Naples, FL 34119

Anthony Comparato

144 Coconut Palm Road  
Boca Raton, FL 33432

Ronald A. David

1130 S.W. 14<sup>th</sup> Drive  
Boca Raton, FL 33486

Lawrence P. Deziel

781 Harbour Isles Court  
North Palm Beach, FL 33410

Thomas E. Lynch

28 Country Road  
Village of Golf, FL 33436

Young Song

3401 Embassy Drive  
West Palm Beach, FL 33401

In witness of the foregoing, the undersigned incorporator has executed these Amended and Restated Articles of Incorporation this 3 day of July, 2003.

ADVANTAGE BANK

By: 

Christine Cowan, Chief Operating Officer

STATE OF FLORIDA )

COUNTY OF Palm Beach ) ss.

The foregoing instrument was acknowledged before me this 34<sup>th</sup> day of July, 2003, by Christine Cowan, as Chief Operating Officer of Advantage Bank, who is personally known to me or who has produced Personally Known as identification and who did/did not take an oath.

(SEAL)



Judith J. Skuya  
MY COMMISSION # CC935450 EXPIRES  
June 22, 2004  
BONDED THRU TROY FAIN INSURANCE, INC.

Judith J. Skuya  
NOTARY PUBLIC - State of Florida at Large  
Print Name: Judith J. Skuya  
My commission expires: June 22, 2004

Approved by the Florida Office of Financial Regulation this 10<sup>TH</sup> day of July, 2003.

Tallahassee, Florida

Linda B. Charity  
Linda B. Charity, Deputy Director  
Office of Financial Regulation

RESOLUTION  
OF THE  
BOARD OF DIRECTORS  
OF  
ADVANTAGE BANK

The directors of Advantage Bank ("Advantage"), a Florida bank, acting in a duly called meeting at which a quorum of the Board of Directors was present throughout, hereby adopt the following resolutions:


RESOLVED, by the Board of Directors of Advantage, that the name of the Bank will henceforth be 1<sup>st</sup> United Bank and that the Amended and Restated Articles of Incorporation of Advantage attached hereto and the name change are hereby adopted and have been approved by a vote of the sole shareholder of Advantage.

RESOLVED FURTHER, that the Chairman of the Board, or any Vice President (however denominated) of Advantage and the secretary or any Assistant Secretary of Advantage be, and they hereby are, authorized and directed to execute, and, in the case of the Secretary or any Assistant Secretary, to attest the execution of and affix the seal of Advantage to, and deliver the Amended and Restated Articles of Incorporation of Advantage. The Board further directs that all shares of Advantage held by Advantage Bankshares, Inc. are hereby voted in favor of the foregoing resolutions.

RESOLVED FURTHER, that the appropriate officers of Advantage be, and they hereby are, authorized and directed to file all necessary applications and other documents with the appropriate regulatory agencies in order to obtain approval of the Agreement; and

RESOLVED FURTHER, that the appropriate officers of Corporation be, and they hereby are, authorized and directed to do any and all other or further things, and to execute any and all other or further documents and agreements, all on behalf of Advantage, as they, acting in their sole discretion, may deem necessary or desirable to effectuate the purposes of the foregoing resolutions.

DATED as of the 29 day of May, 2003.



David, A. Friedman, Chairman of the Board of Directors