



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

OFFICE OF THE COMPTROLLER

DEPARTMENT OF BANKING AND FINANCE

STATE OF FLORIDA

TALLAHASSEE

32399-0350

P00000028031

Sam Lester, Esquire
Iglar & Dougherty, P.A.
1501 Park Avenue East
Tallahassee, Florida 32301

Dear Mr. Lester:

Re: "FCB Financial, Inc."

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-03/21/00--01001--004
*****78.75 *****78.75

Reference is made to your letter/fax dated November 4, requesting approval of the above-referenced corporate name which will be a one-bank holding company for First Commercial Bank of Tampa, Tampa, Florida.

As Section 655.922(2)(a), Florida Statutes, exempts a financial institution, holding company or its subsidiaries from the prohibition against using the word "bank", "banker", "banking", "trust company", "savings and loan association", "savings bank", or "credit union" in its corporate name, the Division of Banking will not object to the use of the above corporate name being registered to transact business in the state of Florida.

Sincerely,

Art Simon

Art Simon
Director

APPROVED
AND
FILED
00 MAR 20 PM 4:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

:kr

cc: Karon Beyer, Chief
Bureau of Corporate Records
Secretary of State's Office

RECEIVED
00 MAR 20 PM 3:19
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

T. SMITH MAR 20 2000

Division of Banking
101 East Gaines Street, Suite 636, Telephone: (850) 410-9111

Call when ready

**ARTICLES OF INCORPORATION
OF
FCB FINANCIAL, INC.**

In compliance with the requirements of Chapter 607, *Florida Statutes*, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I - NAME

The name of the corporation is FCB Financial, Inc. ("Corporation"). The principal street address of the principal office of the Corporation is 4600 West Kennedy Boulevard, Tampa, Florida 33609 or at such other place within the State of Florida as the Board of Directors may designate.

ARTICLE II - NATURE OF BUSINESS

The Corporation has been formed to be the bank holding company of First Commercial Bank of Tampa, a state-chartered bank. The Corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States and the State of Florida, or any other state, country, territory or nation.

ARTICLE III - CAPITAL STOCK

Section 1 - Classes of Stock: The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is 12,000,000, consisting of:

- A. 10,000,000 shares of Common Stock, par value one cent (\$0.01) per share ("Common Stock").
- B. 2,000,000 shares of preferred stock ("Preferred Stock"); and

Section 2 - Common Stock: There shall be one class of Common Stock. Each share of Common Stock shall have the same relative rights and be identical in all respects with every other share of Common Stock. The holders of Common Stock are entitled to elect the members of the Board of Directors of the Corporation and such holders are entitled to vote as a class on all matters required or permitted to be submitted to the shareholders of the Corporation. Each holder of Common Stock is entitled to one vote per share. No holder of any class of stock of the Corporation has preemptive rights with respect to the issuance of shares of that or any other class of stock and the Common Stock is not entitled to cumulative voting rights with respect to the election of directors.

Section 3 - Preferred Stock: The Board of Directors is authorized, subject to any limitations prescribed by law, to provide for the issuance of the shares of Preferred Stock in series, and by filing a certificate pursuant to the applicable laws of the State of Florida (such certificate being hereinafter referred to as a "Preferred Stock Designation"), to establish from time to time the number of shares to be included in each such series and to fix the stated value, designation, powers, preferences and right of the shares of each such series and any qualifications, limitations or restrictions thereof. The number of authorized shares of Preferred Stock may be increased or decreased (but not below the

00 MAR 20 PM 4:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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number of shares then outstanding) by the affirmative vote of the holders of a majority of the Common Stock, without a vote of the holders of the Preferred Stock, or of any series thereof, unless a vote of any such holders is required pursuant to the terms of any Preferred Stock Designation.

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name of the registered agent is Igler & Dougherty, P.A., 1501 Park Avenue East, Tallahassee, Florida 32301, which address is also the address of the Registered Office of the Corporation.

ARTICLE V - DIRECTORS

Section 1 - Number of Directors: The Board of Directors of the Corporation shall be comprised of not less than three (3) nor more than fifteen (15) directors and shall be fixed from time to time exclusively by the Board of Directors pursuant to a resolution adopted by a majority of the full board as set forth in the Corporation's Bylaws. The Board of Directors is authorized to increase the number of directors by no more than two (up to fifteen) and to immediately appoint persons to fill the new or vacant director positions until the next Annual Meeting of Shareholders, at which meeting the new or vacant director positions shall be filled by persons elected by the shareholders of the voting power of all the then-outstanding shares of Common Stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class.

Section 2 - Election and Term: Directors shall be elected by a plurality of the votes cast by the shares entitled to vote in the election at a meeting at which a quorum is present. The term of the initial Directors of the Corporation expires at the first Shareholders' meeting at which Directors are elected.

Section 3 - Classes: The Directors shall be divided into three classes, as nearly equal in number as reasonably possible, with the term of office of the first class (Class I) to expire at the 2001 Annual Meeting of the Shareholders, the term of office of the second class (Class II) to expire at the 2002 Annual Meeting of Shareholders and the term of office of the third class (Class III) to expire at the 2003 Annual Meeting of Shareholders. At each Annual Meeting of Shareholders following such initial classification and election, directors elected to succeed those directors whose terms expire shall be elected for a term of office to expire at the third succeeding Annual Meeting of Shareholders after their election.

Section 4 - Vacancies: Subject to the rights of the holders of any series of Preferred Stock then outstanding, newly created directorships resulting from any increase in the authorized number of directors or any vacancies in the Board of Directors resulting from death, resignation, retirement, disqualification, removal from office or other cause may be filled only by a majority vote of the directors then in office, though less than a quorum. Directors so chosen shall hold office for a term expiring at the next Annual Meeting of Shareholders. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director.

Section 5 - Notice: Advance notice of shareholder nominations for the election of directors and of business to be brought by shareholders before any meeting of the shareholders of the Corporation shall be given in the manner provided in the Bylaws of the Corporation.

Section 6 - Removal by Shareholders: Subject to the rights of the holders of any series of Preferred Stock then outstanding, any director, or the entire Board of Directors, may be removed at any time by an affirmative vote of the outstanding shares of Common Stock of the Corporation or by a majority of the then-outstanding shares of Common Stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class.

Section 7- Initial Board of Directors: The initial Board of Directors shall consist of six (6) members. The names and address of the persons who will serve on the initial Board of Directors are:

<u>Name</u>	<u>Address</u>
Albert M. Salem, Jr., Chairman/CEO	4600 West Kennedy Blvd., Suite 100 Tampa, Florida 33609
Roland H. Meyer, Vice Chairman	14275 Siesta Road Largo, Florida 34644
Jimmy C. Fischer, Treasurer/CFO	408 Briar Cliff Drive Temple Terrace, Florida 33617
John J. Farris, Jr., Director	2509 N. Lumina Wrightsville Beach, North Carolina
Joseph A. McClain, III, Director	10106 Hampton Place Tampa, Florida 33618
Philip G. Flood, Director	2302 S. Occident Street Tampa, Florida

ARTICLE VI - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Sam Lester, Esq.	Igler & Dougherty, P.A. 1501 Park Avenue East Tallahassee, Florida 32301

ARTICLE VII - INDEMNIFICATION

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted under Chapter 607, *Florida Statutes* (1999), as provided on the date currently provided for or as it may be subsequently amended.

ARTICLE X - AMENDMENT

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation in the manner prescribed by Chapter 607, *Florida Statutes*, and all rights conferred upon shareholders are granted subject to this reservation; however, an affirmative vote of the outstanding Common Stock of the Corporation shall be necessary to amend Section 6 of Article VI and all of Article VII of these Articles.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 20th day of march, 2000.

Sam Lester

Sam Lester, Esq.
Incorporator/General Counsel

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is FCB Financial, Inc.
2. The name and address of the registered agent and office is:

Sam Lester, Esq.
Igler & Dougherty, P.A.
1501 Park Avenue East
Tallahassee, Florida 32301

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Igler & Dougherty, P.A.

By: Sam Lester
Sam Lester, Esq.

march 20, 2000
Date

APPROVED
AND
FILED
00 MAR 20 PM 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA