

MAY. 31. 2000 4:18PM

FOLEY & LARDNER

NO. 2574 P. 1

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Florida Department of State  
Division of Corporations  
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Fax Number : (850)922-4001

**EFFECTIVE DATE**

05-23-00

From: Account Name : FOLEY & LARDNER  
Account Number : 072720000061  
Phone : (904)359-2000  
Fax Number : (904)359-8700

SECRETARY OF STATE  
KATHERINE HARRIS, FLORIDA

00 MAY 31 AM 11:47

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**FLORIDA PROFIT CORPORATION OR P.A.**

**Heritage Bancshares, Inc.**

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

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FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

May 25, 2000

FOLEY & LARDNER

SUBJECT: HERITAGE BANCSHARES, INC.  
REF: W00000013488

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

Written approval and clearance of the terms BANK, BANKER, BANC, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION must be obtained from the Division of Banking and Finance, pursuant to section 655.922(2a), Florida Statutes. The address is: — See attached letter —

Division of Banking  
Director's Office  
101 E. Gaines St.  
Fletcher Bldg., 6th Floor.  
Tallahassee, FL 32399-0350  
(850) 410-9111.

Annual reports will be sent to the principal place of business address. Please list a better address in article I, either a physical or a p.o. box.

If you have any further questions concerning your document, please call (850) 487-6925. *corrected*

Angela Revell  
Document Specialist

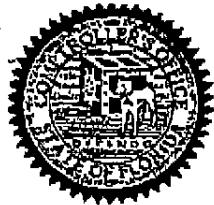
FAX Aud. #: H00000028388  
Letter Number: 800A00029844

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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FOLEY & LARDNER OF BANKING

NO. 2574<sup>54</sup> P. 3. 02/02



ROBERT F. MILLIGAN  
COMPTROLLER OF FLORIDA

**OFFICE OF THE COMPTROLLER**  
DEPARTMENT OF BANKING AND FINANCE  
STATE OF FLORIDA  
TALLAHASSEE  
32399-0350

May 31, 2000

Karen F. Webb  
Foley & Lardner  
Post Office Box 240  
Jacksonville, Florida 32201-0240

Dear Ms. Webb:

Re: "Heritage Bancshares, Inc."

Reference is made to your letter/fax dated May 25, requesting approval of the above-referenced corporate name which will be a one bank holding company for Heritage Bank of North Florida, Orange Park, 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,

Alex Hager  
Director

:kr

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

Division of Banking  
101 East Gaines Street, Suite 636, Telephone: (904) 410-9111

TOTAL P.02

**EFFECTIVE DATE**05-23-00

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**ARTICLES OF INCORPORATION OF****Heritage Bancshares, Inc.**

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

**ARTICLE I  
NAME AND OFFICE**

The name of the corporation is Heritage Bancshares, Inc. and its principal place of business shall be Post Office Box 2107, Orange Park, Florida 32067.

**ARTICLE II  
PURPOSE AND POWERS**

This corporation is organized for the purposes of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida. The general nature of the business to be transacted by this corporation shall be that of a bank holding company with all the rights, powers and privileges granted and conferred by the laws of the state of Florida and the rules of both the state and federal regulatory agencies.

**ARTICLE III  
TERM**

This corporation shall exist perpetually unless its existence is terminated pursuant to Florida law. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of Florida within five business days after they are executed, corporate existence shall commence upon filing by the Department of State.

**ARTICLE IV  
CAPITAL STOCK**

The total number of shares of all classes of capital stock which the corporation shall have the authority to issue is 8,000,000 shares, all of which shall be common stock of par (or stated) value of \$0.01 per share.

**ARTICLE V  
DIRECTORS**

Section 1. The business and affairs of this corporation shall be managed and conducted by a Board of Directors of not less than seven (7) directors initially. The number of directors may be increased or diminished from time to time pursuant to the bylaws but shall never be less than one (1).

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Section 2. The Board of Directors shall be divided into three classes (Class I, Class II, and Class III) as nearly equal in number as the then total number of directors constituting the whole Board of Directors permits, with the term of office of one class expiring each year. At each annual meeting, elections shall be held to elect directors to replace those whose terms have expired. All directors shall continue in office after the expiration of their terms until their successors are elected or appointed and have qualified, except in the event of early resignation, removal, or disqualification.

Section 3. The name and address of the members of the initial board of directors of the corporation are as follows:

CLASS	NAME	ADDRESS
1	Marvin E. Wilhite	P.O. Box 326 Orange Park, FL 32067-0326
1	Deborah Pass	c/o ATS Services 9700 Phillips Highway, Suite 101 Jacksonville, FL 32256
2	Robert J. Head, Jr.	1530 Business Center Drive, Suite 4 Orange Park, FL 32073
2	Louis L. Huntley	P.O. Box 876 Orange Park, FL 32067-0876
2	Donald M. Pitts	P.O. Box 2107 Orange Park, FL 32067
3	Sheldon A. Morris	6975 Old Church Road Green Cove Springs, FL 32043
3	John C. Myers, III	c/o Reinhold Corp. 320 Corporate Way, Suite 200 Orange Park, FL 32073

As to the initial Board of Directors, directors in Class I shall hold office for a one-year term; directors in Class II shall hold office for a two-year term; and directors in Class III shall hold office for a three-year term.

Section 4. Any vacancies on the Board of Directors for any reason may be filled by the Board of Directors, acting by a majority of the directors then in office, although less than a quorum. A director chosen to fill a vacancy in any class of directors defined in this Article shall become a member of the class of directors in which said vacancy occurred. Such director shall serve until the next annual meeting of shareholders, at which time the

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shareholders shall elect a director to fill the vacancy for the unexpired term of the class of directors in which the vacancy exists.

#### ARTICLE VI BYLAWS

The initial bylaws of this corporation shall be adopted by the Board of Directors. Bylaws may be amended or repealed from time to time by either the Board of Directors or the shareholders, but the Board of Directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

#### ARTICLE VII INDEMNIFICATION

The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

#### ARTICLE VIII INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered office of this corporation is Robert J. Head, Jr., at 1329 Kingsley Avenue, Suite A, Orange Park, Florida 32073.

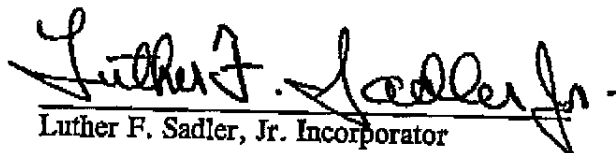
#### ARTICLE IX INCORPORATOR

The name and street address of the incorporator of this corporation is Luther F. Sadler, Jr., at 200 North Laura Street, Jacksonville, Florida 32202.

#### ARTICLE X AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 23 day of May, 2000

  
Luther F. Sadler, Jr. Incorporator

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### ACCEPTANCE BY REGISTERED AGENT

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



Robert J. Head, Jr.

Date:

May 22, 2000

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00 MAY 31 AM 11:47

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA