

PO10000014642



ACCOUNT NO. : 072100000032

REFERENCE : 982551 8796A

AUTHORIZATION :

COST LIMIT : \$ 70.00

FILED
2001 JAN 30 PM 4:33
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORDER DATE : January 30, 2001

ORDER TIME : 11:52 AM

ORDER NO. : 982551-005

CUSTOMER NO: 8796A

CUSTOMER: Mr. William Schifino
Schifino & Fleischer

One Tampa City Center, #2700
201 North Franklin Street
Tampa, FL 33602

200003602222--4

DOMESTIC FILING

NAME: KENSINGTON BANKSHARES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS:

RECEIVED
01 JAN 30 PM 12:57
DIVISION OF CORPORATION

W01-22
P14 1/31/01



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

January 31, 2001

CSC NETWORKS

RESUBMIT
Please give original
submission date as file date.

SUBJECT: KENSINGTON BANKSHARES, INC.
Ref. Number: W01000002294

We have received your document for KENSINGTON BANKSHARES, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

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:

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

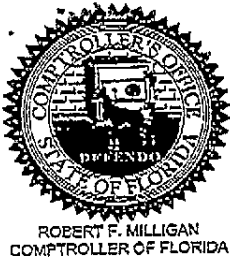
Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 401A00005743

RECEIVED
JAN 30 - 7 PM 3:51
TALLAHASSEE, FLORIDA



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

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

February 2, 2001

Mr. William J. Schifino
Schifino & Fleischer, P.A.
One Tampa City Center
201 North Franklin Street
Suite 2700
Tampa, Florida 33602

Re: Kensington Bankshares, Inc.

Dear Mr. Schifino:

Reference is made to your fax dated February 1, requesting approval of the above referenced corporate name that will be a bank holding company for First Kensington Bank, Springhill, Florida.

Section 655.922, Florida Statutes, exempts a financial institution, holding company or its subsidiaries from the prohibition of using the word "bank," "banker," "banking," "trust company," "savings and loan association," "savings bank," or "credit union" in its corporate name. Therefore, 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

AH/lam

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

ARTICLES OF INCORPORATION

OF

KENSINGTON BANKSHARES, INC.

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2001 JAN 30 PM 4: 33

**SECRETARY OF STATE
TALLAHASSEE FLORIDA**

The undersigned incorporator, by the execution of these Articles of Incorporation, does hereby form a corporation (this "Corporation") under and accepts all the rights, privileges, benefits and obligations conferred and imposed by the Florida Business Corporation Act, and does hereby adopt these Articles of Incorporation of and for this Corporation in accordance with the laws of the State of Florida.

ARTICLE I

Corporate Name

The name of this Corporation shall be:

Kensington Bankshares, Inc.

ARTICLE II

Mailing Address

The mailing address of this Corporation as of the time of execution of these Articles of Incorporation is as follows:

1300 Pinehurst Drive
Springhill, Florida 34606

ARTICLE III

Purpose

The principal purpose for which the Corporation is organized is to engage in banking and non-banking activities of a bank holding company which is registered with the Board of Governors of the Federal Reserve System under the Federal Bank Holding Company Act of 1956, as amended. This Corporation may engage in any and all lawful businesses allowed for such a bank holding company under state and federal law.

ARTICLE IV

Capital Stock

The aggregate number of shares of capital stock authorized to be issued by this Corporation shall be 10,000,000 shares of Common Stock with a par value of \$.01 per share.

ARTICLE V

Commencement of Existence

The existence of this Corporation shall commence on the date these Articles of Incorporation are filed by the Department of State of the State of Florida.

ARTICLE VI

Registered Office and Registered Agent

The name of this Corporation's initial registered agent at this Corporation's initial registered office, and the street address of such office, are as follows:

William J. Schifino, Esq.
Schifino & Fleischer, P.A.
One Tampa City Center
201 North Franklin Street, Suite 2700
Tampa, Florida 33602

ARTICLE VII

Incorporator

The name and street address of the incorporator of this Corporation are as follows:

William J. Schifino, Esq.
Schifino & Fleischer, P.A.
One Tampa City Center
201 North Franklin Street, Suite 2700
Tampa, Florida 33602

ARTICLE VIII

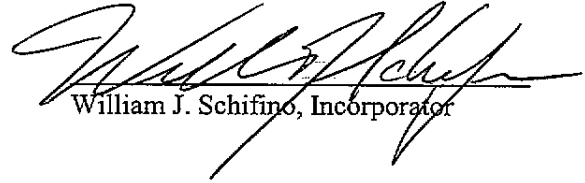
Initial Board of Directors

The initial Board of Directors of this Corporation shall consist of no less than one director. The number of directors may be increased or decreased from time to time, in accordance with the Bylaws for the Corporation but shall never be less than one. The initial Board of Directors shall consist of one member, his name and street address is as follows:

NameAddress

Mr. Gerald Archibald
4602 Laver Court
Tampa, Florida 33624

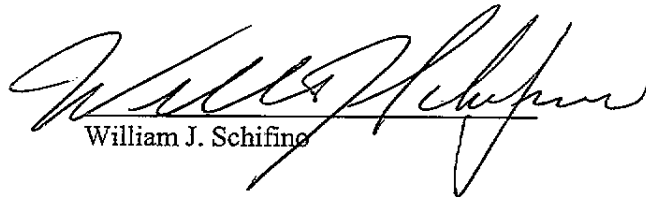
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 26th day of January, 2001.


William J. Schifino, Incorporator

**KENSINGTON BANKSHARES, INC.
ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

The undersigned, William J. Schifino, Esq., having been appointed registered agent for the above named corporation, does hereby accept such appointment and agree and consent to act in such capacity. The undersigned is familiar with, and accepts, the obligations of a registered agent imposed by the Florida Business Corporation Act.

DATED this 26TH day of January, 2001.


William J. Schifino

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SECRETARY OF STATE
TALLAHASSEE FLORIDA