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Inter-Office
Communication

Comptroller of Florida
Division of Banking

DATE: July 26, 2001

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

• FROM: Bruce Ricca, Licensing and Chartering

SUBJ: THE ROYAL PALM BANK OF FLORIDA
Naples, Collier County
(Approved New Bank)

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Please file the attached Articles of Incorporation for the above-referenced institution, using **TODAY'S DATE**, as the effective date.

Please make the following distribution of certified copies:

(1) One copy to: Bruce Ricca
Division of Banking
101 East Gaines Street
Fletcher Building, 6th Floor
Tallahassee, FL 32399-0350

(2) Two copies to: Mr. John P. Greeley
Smith MacKinnon, P.A.
Post Office Box 2254
Orlando, FL 32802-2254

FILED
01 JUL 26 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Also 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.

cc: Stephen King, Federal Deposit Insurance Corporation, Atlanta

PK
7/30

**ARTICLES OF INCORPORATION
OF
THE ROYAL PALM BANK OF FLORIDA**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as directors for the purpose of forming a corporation under and by virtue of the laws of the State of Florida, adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be The Royal Palm Bank of Florida and its initial place of business shall be 1255 Creekside Parkway, Naples, Collier County, 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. 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 \$3,500,000 in paid-in common capital stock to be divided into 700,000 shares. The amount of surplus with which the corporation will begin business will be not less than \$2,000,000 and the amount of undivided profits not less than \$1,000,000, all of which (capital stock, surplus, and undivided profits) shall be paid in cash.

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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 and appoint persons to fill resulting vacancies. The names and street addresses of the first directors of the corporation are:

<u>Name</u>	<u>Street Address</u>
John V. Boardman	452 Barcelona Court, Marco Island, FL 34145
Arnold J. Haake	24712 Lakemont Cove Lane, #101C, Bonita Springs, FL 34134
James C. Magnus	3391 Oaklake Court, S.W., Bonita Springs, FL 34134
Donnie C. Miller	1228 Taborlake Cove, Lexington, KY 40511
Vincent A. Scola	23601 Waterside Drive, Bonita Springs, FL 34134
Cheryl D. Turner	2680 Lantern Lane, Naples, FL 34103
Tom F. Weyl	26080 Mandevilla Drive, Bonita Springs, FL 34134
Scott R. Whitney	3507 Heron Cove Court, Bonita Springs, FL 34134
Casey Wolff	4021 Gulf Shore Blvd., North, Apt. 1903, Naples, FL 34103
Brian C. Wood	2710 Pine Grove Road, Paris, KY 40391

ARTICLE VI

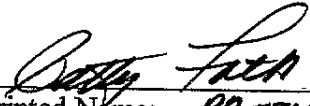
The name and street address of the person signing these Articles of Incorporation as incorporator is John V. Boardman, 452 Barcelona Court, Marco Island, FL 34145.

In witness of the foregoing, the undersigned incorporator has executed these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribe thereto and hereunto set his hand and seal this 19TH day of JULY, A.D. 2001.


John V. Boardman

STATE OF FLORIDA)
COUNTY OF COLLIER)

The foregoing instrument was acknowledged before me this 19TH day of JULY, 2001, by John V. Boardman.

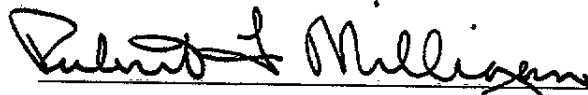

Printed Name: PATTY FOTH
Notary Public - State of Florida at Large

Personally known or Produced Identification
Type of Identification Produced



APPROVAL

Approved by the Department of Banking and Finance this 25TH day of
JULY, 2001.

A handwritten signature in black ink, appearing to read "Robert L. Milligan", written over a horizontal line.

Comptroller of
the State of Florida and Head of the Department of
Banking and Finance

Tallahassee, Florida