



ROBERT F. MILLIGAN  
COMPTROLLER OF FLORIDA

**P020000008390**

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

**DATE:** January 24, 2002  
**TO:** Karon Beyer, Department of State  
Division of Corporations - Bureau of Commercial Recordings  
**FROM:** Bruce Ricca, Licensing and Chartering  
**SUBJ:** Orion Bank  
Naples, Collier County  
(Conversion of National Bank to state bank)

500004795725--8  
-01/25/02--01004--003  
\*\*\*\*\*61.25 \*\*\*\*\*61.25

Please file the attached Articles of Incorporation for the above-referenced bank,  
using the opening of business on JANUARY 28, 2002, as the effective date.

Please make the following distribution of certified copies:

- (1) One copy to: Bruce Ricca  
Division of Banking (Licensing & Chartering)  
101 East Gaines Street, Suite 636  
Tallahassee, FL 32399-0350
- 2) One copy to: Mr. William E. Meyers  
Gulf Coast National Bank  
3838 Tamiami Trail  
Naples, Florida 34103
- 3) One copy to: Ms. Kate Gaboardi  
Federal Reserve Bank of Atlanta  
1000 Peachtree Street, N. E.  
Atlanta, Georgia 30309-3449

**EFFECTIVE DATE**  
1-28-02

FILED STATE  
SECRETARY OF FLORIDA  
TALLAHASSEE, FLORIDA  
02 JAN 25 AM 8:23

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.

BR.articles

EFFECTIVE DATE  
1-28-02

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

02 JAN 25 AM 8:23

ARTICLES OF INCORPORATION  
OF  
ORION BANK

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 Orion Bank and its initial place of business shall be 3838 Tamiami Trail North, Naples, Florida, Florida 34101.

ARTICLE II

This corporation is incorporated by conversion from a national banking association.

ARTICLE III

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 IV

The total number of shares authorized to be issued by the corporation shall be 3,000,000. Each share shall be of a single class and shall have a par value of \$6.00 per share.

ARTICLE V

The term for which said corporation shall exist shall be perpetual unless terminated pursuant to the Florida Financial Institutions Codes.

ARTICLE VI

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 directors of the corporation upon the adoption of these Articles of Incorporation are:

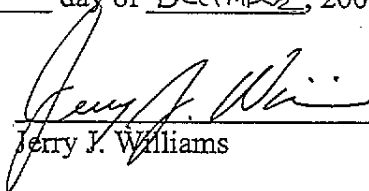
RECEIVED  
COMPTROLLER'S OFFICE  
2001 DEC 21 PM 3:40  
CASHIER'S OFFICE

<u>Name</u>	<u>Street Address</u>
Jerry J. Williams	1625 Gordon Drive, Naples, Florida 34102
Alan Pratt	1128 Dormie Drive, Naples, Florida 34108
Earl P. Holland	15270 Kilbirnie Drive S.E., Fort Myers, Florida 33912
James W. Aultman	6799 Overseas Highway, Marathon, Florida 33050
Brian C. Schmitt	11100 Overseas Highway, Marathon, Florida 33050

# ARTICLE VII

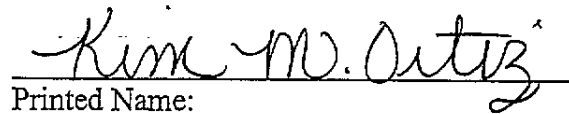
The name and street address of the person signing these Articles of Incorporation as incorporator is Jerry J. Williams, 1625 Gordon Drive, Naples, Florida 34102.

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 21 day of December, 2001.

  
 Jerry J. Williams

STATE OF FLORIDA     )  
 COUNTY OF MONROE    )

The foregoing instrument was acknowledged before me this 21 day of December, 2001, by Jerry J. Williams.

  
 Printed Name: \_\_\_\_\_  
 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 3<sup>rd</sup> day of January, 2002.



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

Tallahassee, Florida