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JOHN P. GREELEY

March 7, 2002

Via Federal Express

Ms. Karon Beyer
Florida Secretary of State
Division of Corporations
Bureau of Corporate Records
409 East Gaines Street
Tallahassee, FL 32399

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*****87.50 *****87.50

2cc's

Re: THE BANKshares, Inc.

Dear Ms. Beyer:

Enclosed is an original and two copies of Articles of Incorporation accompanied by a check in the amount of \$87.50 to cover the cost of filing fees. Also enclosed is a letter dated February 25, 2002 from the Florida Department of Banking and Finance advising that it has no objection to the use of the corporate name.

I would appreciate it if you could have the enclosed Articles of Incorporation filed, and have two certified copies returned to me at your earliest convenience. If you have any questions regarding the enclosed, please do not hesitate to call me at your convenience. We very much appreciate your assistance.

Very truly yours,

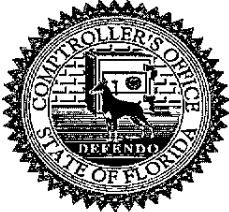
John P. Greeley

JPG:erw
Enclosures
Copy to:

William T. Brennan w/o enclosure
President and Chief Executive Officer
THE BANKshares, Inc.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 MAR 11 PM 1:49

BR 3/11/02



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

OFFICE OF THE COMPTROLLER

DEPARTMENT OF BANKING AND FINANCE

STATE OF FLORIDA

TALLAHASSEE

32399-0350

February 25, 2002

John P. Greeley, Esquire
Smith MacKinnon, P.A.
Suite 800
Citrus Center
255 South Orange Avenue
Orlando, Florida 32801

Re: The BANKshares, Inc.

Dear Mr. Greeley:

Reference is made to your recent letter/fax requesting approval of the above-referenced corporate name which will be a one-bank holding company for The Bank Brevard, Melbourne, 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:ker

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

ARTICLES OF INCORPORATION

OF

THE BANKshares, Inc.

FILED
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TALLAHASSEE, FLORIDA
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The undersigned, being of legal age and desiring to form a corporation (hereinafter referred to as the "Corporation") pursuant to the provisions of the Florida Business Corporation Act, as amended (such Act, as amended from time to time, is hereinafter referred to as the "Act"), executes the following Articles of Incorporation.

ARTICLE I

Name

The name of the Corporation is THE BANKshares, Inc.

ARTICLE II

Duration

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall have perpetual duration unless sooner dissolved according to law.

ARTICLE III

Purpose and General Powers

The general purpose of the Corporation shall be the transaction of any and all lawful business for which corporations may be incorporated under the Act. The Corporation shall have all of the powers enumerated in the Act and all such other powers as are not specifically prohibited to corporations for profit under the laws of the State of Florida.

ARTICLE IV

Capital Stock

A. Number and Class of Shares Authorized; Par Value.

The Corporation is authorized to issue the following shares of capital stock:

(1) Common Stock. The aggregate number of shares of common stock (referred to in these Articles of Incorporation as "Common Stock") which the Corporation shall have authority to issue is 3,000,000 with a par value of \$0.01 per share.

B. Common Stock Voting Rights.

Each record holder of Common Stock shall be entitled to one vote for each share held. Holders of Common Stock shall have no cumulative voting rights in any election of directors of the Corporation.

C. Preemptive Rights.

Each shareholder of the Corporation shall have the right to purchase at the subscription price offered to the general public, a pro rata portion of any stock of any class that the Corporation may issue or sell (except for stock options issued pursuant to stock option plans and shares of stock issued upon exercise of such options, and also except for shares of stock issued by the Corporation in connection with the acquisition by the Corporation of, or the merger of the Corporation with, any entity).

ARTICLE V

Initial Registered Office and Agent; Principal Place of Business

The initial registered office of this Corporation shall be located at the City of Melbourne, County of Brevard and State of Florida, and its address there shall be, at present, 300 South Harbor City Blvd., Melbourne, FL 32901, and the initial registered agent of the Corporation at that address shall be William T. Brennan. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation. The principal place of business and the mailing address of the Corporation shall be: 300 South Harbor City Blvd., Melbourne, FL 32901.

ARTICLE VI

Initial Board of Directors

The initial Board of Directors of the Corporation shall consist of one director. The name and street address of the initial director of this Corporation is:

<u>Name</u>	<u>Address</u>
William T. Brennan	300 South Harbor City Blvd. Melbourne, FL 32901

The number of Directors of this Corporation shall be the number from time to time fixed by the Shareholders, or by the Directors, in accordance with the terms and conditions of the Bylaws, but at no time shall said number of Directors be less than one.

ARTICLE VII

Incorporator

The name and street address of the person signing these Articles of Incorporation as Incorporator are:

William T. Brennan
300 South Harbor City Blvd.
Melbourne, FL 32901

ARTICLE VIII

Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE IX

Amendment

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

ARTICLE X

Headings and Captions

The headings or captions of these various Articles of Incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned does hereby make and file these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets his hand and seal this 6TH day of MARCH, 2002.

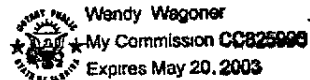
William T. Brennan
William T. Brennan

STATE OF FLORIDA)
COUNTY OF BREVARD)

The foregoing instrument was acknowledged before me this 6th day of March, 2002, by William T. Brennan.

Wendy Wagoner
Printed Name: Wendy Wagoner
Notary Public, State of Florida

Personally Known ☒ or Produced Identification ☐
Type of Identification Produced _____



**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

THE BANKshares, Inc. (the "Corporation") desiring to organize as a domestic corporation or qualify under the laws of the State of Florida has named and designated William T. Brennan as its Registered Agent to accept service of process within the State of Florida with its registered office located at 300 South Harbor City Blvd., Melbourne, FL 32901.

ACKNOWLEDGMENT

Having been named as Registered Agent for the Corporation at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations relating to service as a registered agent, as the same may apply to the Corporation; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated this 6TH day of MARCH, 2002.



William T. Brennan, Registered Agent

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