

SMITH MACKINNON, PA

PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

SUITE 800
CITRUS CENTER
255 SOUTH ORANGE AVENUE
ORLANDO, FLORIDA 32801

POST OFFICE BOX 2254
ORLANDO, FLORIDA 32802-2254

TELEPHONE (407) 843-7300
FACSIMILE (407) 843-2448
E-MAIL: JPG7300@AOL.COM

JOHN P. GREELEY

July 8, 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

700006278967--5
-07/09/02--01042--010
*****87.50 *****87.50

Re: Tropical Bancshares of Florida, 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 May 14, 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.

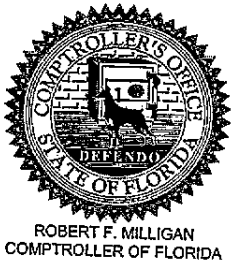
Very truly yours,

John P. Greeley

JPG:erw
Enclosures
Copy to:

A. Ferold Davis w/o enclosure
President and Chief Executive Officer
Tropical Bancshares of Florida, Inc.

FILED
02 JUL -9 PM 2:47
SECRETARY OF STATE
TALLAHASSEE FLORIDA



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

May 14, 2002

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

Re: Tropical Bancshares of Florida, 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 Englewood Bank, located in Englewood, 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

FILED
02 JUL -9 PM 2:47
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
TROPICAL BANCSHARES OF FLORIDA, INC.

FILED
02 JUL -9 PM 2:47
TALLAHASSEE FLORIDA
SECRETARY OF STATE

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 Tropical Bancshares of Florida, 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 6,100,000 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.

Holders of Common Stock shall not have as a matter of right any preemptive or preferential right to subscribe for, purchase, receive, or otherwise acquire any part of any new or additional issue of stock of any class, whether now or hereafter authorized, or of any bonds, debentures, notes, or other securities of the Corporation, whether or not convertible into shares of stock of the Corporation.

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 Englewood, County of Charlotte and State of Florida, and its address there shall be, at present, 1111 South McCall Road, Englewood, Florida 34223, and the initial registered agent of the Corporation at that address shall be A. Ferold Davis. 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: 1111 South McCall Road, Englewood, Florida 34223.

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>
A. Ferold Davis	1111 South McCall Road Englewood FL 34223

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

Directors

The number of Directors of the Corporation shall be the number from time to time fixed in accordance with the provisions of the bylaws of the Corporation, but at no time shall the number of Directors be less than one. The Board of Directors of this Corporation shall be divided into three classes as equal in number as may be feasible, with the term of office of one class expiring each year and with the term of office of those of the first class to expire at the annual meeting of shareholders in 2003, of the second class to expire at the annual meeting of shareholders in 2004, and of the third class to expire at the annual meeting of shareholders in 2005. At each annual meeting of shareholders, successors to the Directors whose terms shall then expire shall be elected to hold office for terms expiring at the third succeeding annual meeting. Whenever a vacancy occurs on the Board of Directors, including a vacancy resulting from an increase in the number of Directors, it shall be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum of the Board of Directors, and each additional Director shall hold office until the end of the term he or she is elected to fill and until his or her successor shall have been elected and qualified in the class to which such Director is assigned. Directors shall continue in office until the end of their respective term and until his or her successor is elected and qualifies or until there is a decrease in the number of Directors. When the number of Directors is changed, any newly created directorships or any decrease in directorships shall be so assigned among the classes by a majority of the Directors then in office, though less than a quorum, as to make all classes as equal in number as may be feasible. No decrease in the number of Directors shall shorten the term of an incumbent Director.

ARTICLE VIII

Incorporator

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

A. Ferold Davis
1111 South McCall Road
Englewood FL 34223

ARTICLE XI

Bylaws

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

ARTICLE X

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 XI

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.

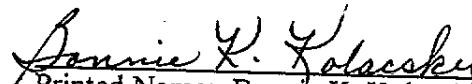
IN WITNESS WHEREOF, the undersigned does hereby make and file these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets his hand and seal this 28th day of June, 2002.


A. Ferold Davis

STATE OF FLORIDA)
COUNTY OF CHARLOTTE)

The foregoing instrument was acknowledged before me this 28th day of June, 2002, by A. Ferold Davis.




Printed Name: Bonnie K. Kolacsky
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:

Tropical Bancshares of Florida, Inc. (the "Corporation") desiring to organize as a domestic corporation or qualify under the laws of the State of Florida has named and designated A. Ferold Davis as its Registered Agent to accept service of process within the State of Florida with its registered office located at 1111 South McCall Road, Englewood, Florida 34223.

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 28th day of June, 2002.


A. Ferold Davis, Registered Agent

FILED
02 JUL -9 PM 2:47
SECRETARY OF STATE
TALLAHASSEE FLORIDA