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**FILED**

**Nov 07, 2002 08:00 AM**

**Secretary of State**

11/13

**SMITH MACKINNON, PA**

PROFESSIONAL ASSOCIATION  
ATTORNEYS AT LAW

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CITRUS CENTER  
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ORLANDO, FLORIDA 32801

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E-MAIL: [JPG7300@AOL.COM](mailto:JPG7300@AOL.COM)

JOHN P. GREELEY

November 5, 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

Re: BankFIRST Bancorp, 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 April 1, 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: James T. Barnes, Jr. w/o enclosure



FLORIDA DEPARTMENT OF STATE

Jim Smith  
Secretary of State

November 7, 2002

SMITH MACKINNON, P.A.  
POST OFFICE BOX 2254  
ORLANDO, FL 32802-2254

SUBJECT: BANKFIRST BANCORP, INC.  
Ref. Number: W02000032035

We have received your document for BANKFIRST BANCORP, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

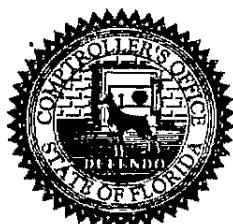
The registered agent and street address must be consistent wherever it appears in your document.

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) 245-6067.

Neysa Culligan  
Document Specialist  
New Filing Section

Letter Number: 602A00060995



ROBERT F. MILLIGAN  
COMPTROLLER OF FLORIDA

## OFFICE OF THE COMPTROLLER

DEPARTMENT OF BANKING AND FINANCE

STATE OF FLORIDA

TALLAHASSEE

32399-0350

April 1, 2002

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

Re: BankFIRST Bancorp, 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 BankFIRST, located in Winter Park, 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**

**FILED**

**BANKFIRST BANCORP, INC.**

**Nov 07, 2002 08:00 AM**

**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 BankFIRST Bancorp, Inc.

**ARTICLE II**

**Commencement of Corporate Existence**

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 this Corporation shall be the transaction of any or all lawful business for which corporations may be incorporated under the Act. This 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 shall have the authority to issue only one class of stock which shall consist of 3,000,000 shares of common stock having a par value of \$1.00 per share and shall be designated as "Common Stock." Of the 3,000,000 shares of Common Stock, the Corporation shall have the authority to issue 1,500,000 shares designated as "Voting Common Stock," and 1,500,000

shares designated as "Nonvoting Common Stock." The holders of Voting Common Stock shall possess and exercise exclusive voting rights and at all meetings of the shareholders each record holder of such stock shall be entitled to one vote for each share held. Shareholders holding Voting Common Stock shall have no cumulative voting rights in any election of directors of the Corporation. The holders of Nonvoting Common Stock shall not be entitled to vote except as to matters in respect of which they shall at the time be indefeasibly vested by statute with such right. Except with respect to the differences in voting rights between the shares of Voting Common Stock and Nonvoting Common Stock set forth herein, all shares of Common Stock shall have the same rights, preferences, limitations and restrictions.

B. No Preemptive Rights

No holder of shares of any class of the capital stock of the Corporation shall 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 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 Winter Park, County of Orange and State of Florida, and its address there shall be, at present, 1031 West Morse Boulevard, Winter Park, Florida 32789, and the initial registered agent of the Corporation at that address shall be John P. Greeley. 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: 1031 West Morse Blvd., Winter Park, FL 32789.

**ARTICLE VI**

Initial Board of Directors

The initial Board of Directors of the Corporation shall consist of one (1) director. The name and street address of the initial director of this Corporation is:

James T. Barnes, Jr.  
1031 West Morse Blvd., Suite 300  
Winter Park, FL 32789

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 is:

John P. Greeley  
255 South Orange Avenue, Suite 800  
Orlando, Florida 32801

## **ARTICLE VIII**

### **Bylaws**

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

## **ARTICLE IX**

### **Amendment**

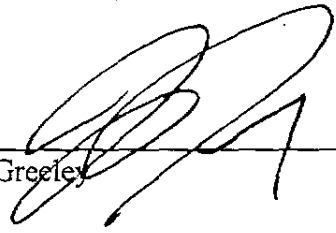
This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

## **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 sign, make and file these Articles of Incorporation declaring and certifying that the facts stated herein are true, this 5<sup>th</sup> day of November, 2002.

  
\_\_\_\_\_  
John P. Greeley

STATE OF FLORIDA     )  
COUNTY OF ORANGE    )

The foregoing instrument was acknowledged before me this 5<sup>th</sup> day of November, 2002, by John P. Greeley.

  
\_\_\_\_\_  
Eunice R. White

Printed Name: Eunice R. White  
Notary Public, State of Florida

Personally Known ☒ or Produced Identification ☐  
Type of Identification Produced \_\_\_\_\_



Eunice R. White  
MY COMMISSION # DD041310 EXPIRES  
October 28, 2005  
BONDED THRU TROY FARM INSURANCE, INC.



**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:

BankFIRST Bancorp, Inc. (the "Corporation") desiring to organize as a domestic corporation or qualify under the laws of the State of Florida has named and designated John P. Greeley, as its Registered Agent to accept service of process within the State of Florida with its registered office located at 1031 West Morse Boulevard, Winter Park, Florida 32789.

**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 5<sup>th</sup> day of November, 2002.

  
\_\_\_\_\_  
John P. Greeley, Registered Agent

**FILED**  
**Nov 07, 2002 08:00 AM**  
**Secretary of State**