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(Requestor's Name)

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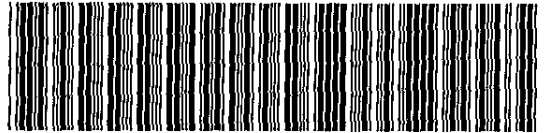
(Business Entity Name)

(Document Number)

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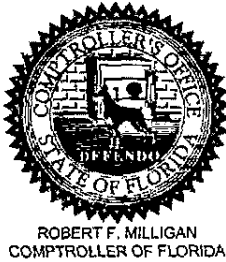
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OFFICE OF THE COMPTROLLER
DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA
TALLAHASSEE 32399-0350

DATE: December 27, 2002

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

FROM: Bruce Ricca, Licensing and Chartering

SUBJ: SUNCOAST BANK
Sarasota, Sarasota County
(Conversion of National Bank to a State Bank)

Please file the attached Articles of Incorporation for the above-referenced institution, using JANUARY 1, 2003, 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, Florida 32802-2254
- (3) Uncertified copy to: Ms. Edie Fulcher
Federal Deposit Insurance Corporation
10 Tenth Street, N. E.
Suite 800
Atlanta, Georgia 30309-3906

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.

**ARTICLES OF INCORPORATION
OF
SUNCOAST BANK**

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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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 Suncoast Bank and its initial place of business shall be 8592 Potter Park Drive, Suite 200, Sarasota, Florida 34238.

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 10,000,000. Such shares shall be of a single class and shall have a par value of \$3.00 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

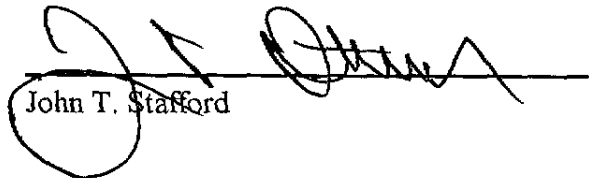
The number of directors shall not be fewer than five (5). A majority of the full board of directors may, at any time during the years following the annual meeting of shareholders in which such action has been authorized, increase the number of directors by not more than two and appoint persons to fill resulting vacancies. The names and street addresses of the directors of the corporation upon the adoption of these Articles of Incorporation are:

<u>Name</u>	<u>Street Address</u>
Michael S. Bennett	7056 Hawks Harbor Circle, Bradenton, Florida 34207
Larry Berberich	3900 Losillias Drive, Sarasota, Florida 34238
Henry E. Black, M.D.	56 Bayhead Lane, Osprey, Florida 34229
H. R. Foxworthy	7200 Chameleon Way, Sarasota, Florida 34241
William F. Gnerre	511 West Lake Drive, Sarasota, Florida 34232
Donald F. McDonough	325 Ringling Pointe Drive, Sarasota, Florida 34234
James C. Rutledge	1424 Westbrook Drive, Sarasota, Florida 34231
John T. Stafford	7652 Sandalwood Way, Sarasota, Florida 34231
Stanley A. Williams	1735 Landings Way, Sarasota, Florida 34231
Roy A. Yahraus	4057 Redbird Circle, Sarasota, Florida 34231

ARTICLE VII

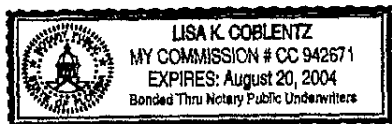
The name and street address of the person signing these Articles of Incorporation as incorporator is John T. Stafford, 7652 Sandalwood Way, Sarasota, Florida 34231.


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 11 day of December 2002.


John T. Stafford

STATE OF FLORIDA)
COUNTY OF SARASOTA)

The foregoing instrument was acknowledged before me this 11 day of December, 2002, by John T. Stafford.

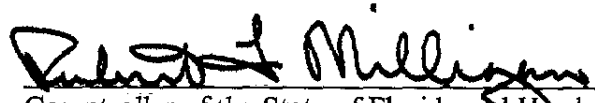



Printed Name: LISA K. COBLENTZ
Notary Public - State of Florida at Large

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

APPROVAL

Approved by the Department of Banking and Finance this 19TH day of DECEMBER,
2002.



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

Tallahassee, Florida