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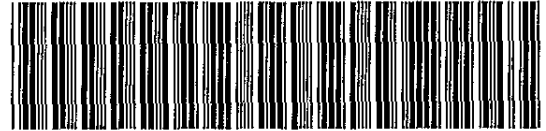
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TALLAHASSEE, FLORIDA

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STATE OF FLORIDA

OFFICE OF FINANCIAL REGULATION

DATE: July 7, 2003

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

FROM: Bruce Ricca, Licensing and Chartering

SUBJ: First Priority Bank
Bradenton, Manatee County, Florida
(Proposed New Bank)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please file the attached Articles of Incorporation for the above-referenced institution, using the CURRENT DATE, as the effective date.

Please make the following distribution of certified copies:

- (1) One copy to: Bruce Ricca
Office of Financial Regulation
200 East Gaines Street
Tallahassee, FL 32399-0371
- (2) Two copies to: Mr. John P. Greeley
Smith Mackinnon, P. A.
Post Office Box 2254
Orlando, Florida 32802
- (3) Uncertified copy to: Mr. Steven King
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
FIRST PRIORITY BANK**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 First Priority Bank and its initial place of business shall be Lot 1, 64 Center, State Road 64 East, Bradenton, Florida 34208.

ARTICLE II

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 III

The total number of shares authorized to be issued by the corporation shall be 2,000,000. Such shares shall be of a single class designated common stock and shall have a par value of \$5.00 per share. The corporation shall begin business with at least \$3,200,000 in paid-in common capital stock to be divided into 640,000 shares. The amount of surplus with which the corporation shall begin business shall not be less than \$2,800,000, all of which (capital stock and surplus) shall be paid in cash.

ARTICLE IV

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

ARTICLE V

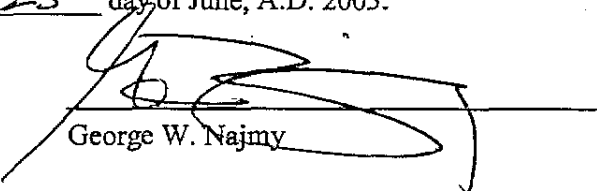
The number of directors shall not be fewer than five (5). A majority of the full board of directors of this corporation may, at any time during the year following the annual meeting of shareholders, increase the number of directors of the corporation by not more than two and appoint persons to fill the resulting vacancies. The names and street addresses of the first directors of the corporation are:

<u>Name</u>	<u>Street Address</u>
Peter W. Brown	121 Seaview Road, Brewster, MA 02631
Daniel J. Conrad	6316 3 rd Avenue NW, Bradenton, FL 34209
Michael J. Fuller	2386 Little Country Road, Parrish, FL 34205
George W. Najmy	3803 Bayside Drive, Bradenton, FL 34210
Jeffery D. Polivchak	8648 Dunmore Drive, Sarasota, FL 34231
Lynn B. Powell	553 Magellan Drive, Sarasota, FL 34243
Jeffrey S. Thompson	6217 7 th Ave Blvd. NW, Bradenton, FL 34209
John E. Wickman	4110 24 th Ave West, Bradenton, FL 34205
Alan Zirkelbach	1820 21 st Street West, Bradenton, FL 34221
Daniel C. Zoller, Jr.	1303 61 st Street NW, Bradenton, FL 34209

ARTICLE VI

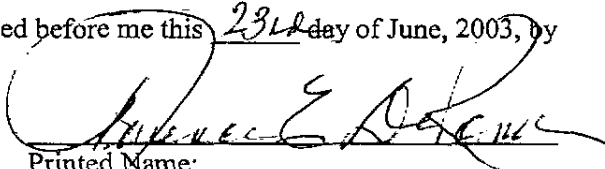
The name and street address of the person signing these Articles of Incorporation as incorporator is George W. Najmy, 3803 Bayside Drive, Bradenton, FL 34210.

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 23rd day of June, A.D. 2003.

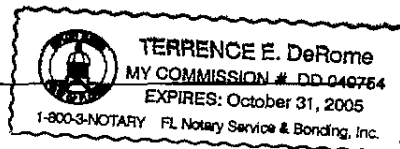

George W. Najmy

STATE OF FLORIDA)
COUNTY OF MANATEE)

The foregoing instrument was acknowledged before me this 23rd day of June, 2003, by George W. Najmy.



Printed Name: _____
Notary Public - State of Florida at Large

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



APPROVAL

Approved by the Florida Office of Financial Regulation this 2ND day of
July, 2003, Tallahassee, Florida.



Linda B. Charity, Deputy Director
Office of Financial Regulation