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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

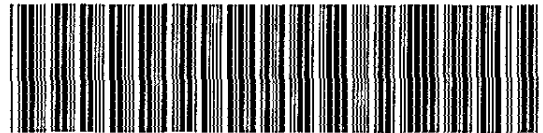
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

OFFICE OF FINANCIAL REGULATION

DATE: December 18, 2003

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

FROM: Bruce Ricca, Licensing and Chartering

SUBJ: Integrity Bank
Jupiter, Palm Beach County
(Proposed New Bank)

Please file the attached Articles of Incorporation for the above-referenced institution, using DECEMBER 18, 2003, as the effective date.

Please make the following distribution of certified copies:

- (1) One copy to: Bruce Ricca
Office of Financial Regulation
Licensing & Chartering
200 East Gaines Street
Tallahassee, FL 32399-0371
- (2) Two copies to: Mr. Rod Jones
Shutts & Bowen, LLP
Post Office Box 4956
Orlando, Florida 32802-4956
- (3) One copy to: Mr. Tim Flono
(Uncertified) 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.

AFFIDAVIT PERMITTING ASSUMPTION OF USE OF CORPORATE NAME

STATE OF GEORGIA)

COUNTY OF FULTON)

Before me, the undersigned Notary Public in and for the State of Georgia, personally appeared Steven M. Skow, who is ☒ personally known to me or who ☐ produced Georgia driver's license number 057352558 as identification, and who acknowledged without taking an oath that:

1. He is the President and Chief Executive Officer of Integrity Bank, a Georgia corporation, the principal place of business of which is located at 11140 State Bridge Road, Alpharetta, Georgia 30022 (the "Georgia Bank").
2. On October 2, 2002, the Georgia Bank was granted a certificate of authority to transact business in Florida pursuant to *Florida Statutes Sections 607.1501, et seq.*, under Florida Corporate Document Number F02000004986.
3. The Georgia Bank's certificate of authority to transact business in Florida was administratively dissolved effective September 19, 2003 pursuant to Florida Statutes Section 607.1420, and the Georgia Bank does not intend to reinstate its certificate of authority to transact business in Florida.
4. The Georgia Bank hereby relinquishes its right to the use of the name "Integrity Bank" in the State of Florida and grants its consent and authorization for the assumption and use of the name "Integrity Bank" in Florida by Integrity Bank (in organization), a proposed Florida banking corporation the principal place of business of which is to be located at 6650 West Indiantown Road, Jupiter, Florida 33458, pursuant to the provisions of Florida Statutes Section 607.1422(4).

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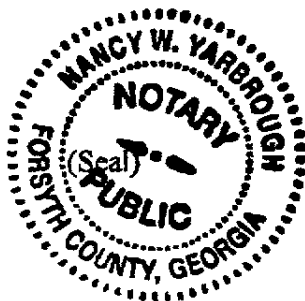
Further Affiant sayeth naught.

Dated this 20th day of December, 2003.
§

INTEGRITY BANK,
a Georgia corporation

By: [Signature]
Steven M. Skow
President and CEO

The foregoing instrument was acknowledged before me this 20 day of December, 2003.



Nancy W. Yarbrough
Notary Public, State of Georgia
Printed Name:
Nancy W. Yarbrough

My commission expires:

1/2/05

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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
INTEGRITY BANK**

The undersigned, acting as directors for the purpose of forming a corporation under and by virtue of the laws of the State of Florida, hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be Integrity Bank, and its initial place of business shall be located in the County of Palm Beach at 1315 West Indiantown Road, Jupiter, Florida 33458.

ARTICLE II

The general nature of the business to be transacted by the corporation shall be that of a general commercial banking business with all of 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 six million (6,000,000). Such shares shall be of a single class and shall have a par value of \$5.00 per share. The corporation shall begin business with at least \$7,000,000 in paid-in common capital stock to be divided into 1,400,000 shares. The amount of surplus with which the corporation will begin business will be not less than \$6,500,000, all of which (capital stock and surplus) shall be paid in cash.

ARTICLE IV

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

ARTICLE V

The number of directors of the corporation shall not be fewer than five (5). A majority of the full board of directors may, at any time during the year following the annual meeting of shareholders, increase the number of directors 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:

Alan K. Arnold
9340 Colonnade Trail
Alpharetta, GA 30022

Robert J. Kotecki
19297 Riverside Drive
Tequesta, FL 33469

James E. Bridges
136 Golden Gate Point, #401
Sarasota, FL 33236

J.D. St. Clergy
225 Sea Breeze Circle
Jupiter, FL 33477

Clinton M. Day
4725 Peachtree Corners Cir. Suite 300
Norcross, GA 30092

Steve Skow
8900 Glen Ferry Drive
Alpharetta, GA 30022

Joseph J. Ernest
4071 Blue Iris Hollow
Norcross, GA 30092

Joe Thompson
116 Tanbark Trail
Wellington, FL 33414

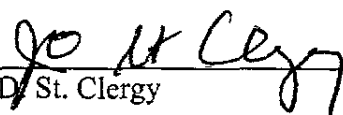
Donaldson E. Hearing
18582 Lakebend Drive
Jupiter, FL 33458

Patricia M. Tracey
101 Albacore Lane
Jupiter, FL 33477

Thornton M. Henry
3028 Washington Road
West Palm Beach, FL 33405

Ivan Randall Webb
31 River Drive
Tequesta, FL 33469

In witness of the foregoing, the undersigned has executed these Articles of Incorporation this 11th day of December, 2003.


J. D. St. Clergy

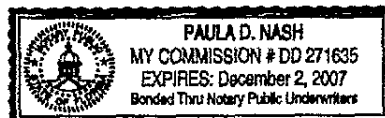
STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 11th day of December, 2003, by J. D. ST. CLERGY, who [☒] is personally known to me, or who [☒] produced identification as indicated below, and who did not take an oath.

Florida Driver's License No. 5324-484-47-244-0

[Seal]

Paula D. Nash
Notary Public- State of Florida at Large
My commission expires:



Approved by the Office of Financial Regulation of the State of Florida at Tallahassee, Florida, this 18th day of December, 2003.

Alex Hager
Alex Hager, Assistant Director