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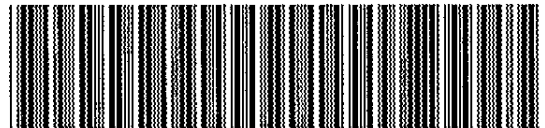
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STATE OF FLORIDA

OFFICE OF FINANCIAL REGULATION

DATE: December 29, 2003

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

FROM: Bruce Ricca, Office of Financial Regulation - Licensing and Chartering

SUBJ: Sterling Bank
Lantana, Palm Beach County
(conversion of a federal savings bank to a state-chartered bank)

Please file the attached Articles of Incorporation for the above-referenced institution, using JANUARY 5, 2004, 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. David G. Albright
President & CEO
Sterling Bank
Post Office Box 20509
Lantana, Florida 33416-0509
- (3) One copy to: Ms. Lisa Roberson
(Uncertified) Federal Reserve Bank of Atlanta
1000 Peachtree Street, N. E.
Atlanta, Georgia 30309-4470

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.

EFFECTIVE DATE
1-5-04

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**ARTICLES OF INCORPORATION
OF
STERLING BANK**

ARTICLE 1. Corporate Title. The full corporate title of the Bank is Sterling Bank.

ARTICLE 2. Office. The initial place of business of the Bank shall be at 1189 Hypoluxo Road, Lantana, Florida.

ARTICLE 3. Duration. The duration of the Bank is perpetual, unless the existence of the Bank is terminated pursuant to the financial institutions codes.

ARTICLE 4. Purpose and Powers. The Bank is incorporated by conversion from a federal savings bank. The purpose of the Bank is to pursue any or all of the lawful objectives of a state-chartered commercial bank chartered under Florida law and to exercise all of the express, implied and incidental powers conferred thereby and by all acts amendatory thereof and supplemental thereto, subject to the Constitution and laws of the United States as they are now in effect, or as they may hereafter be amended, and subject to all lawful and applicable rules, regulations and orders of the Florida Office of Financial Regulation (the "Office") and the Board of Governors of the Federal Reserve System (the "Federal Reserve").

ARTICLE 5. Capital Stock. The total number of shares of all classes of the capital stock which the Bank has the authority to issue is 10,000,000, all of which shall be common stock of par value of \$1.00 per share. The shares may be issued from time to time as authorized by the Board of Directors without the approval of its shareholders, except as otherwise provided in this Article 5 or to the extent that such approval is required by governing law, rule or regulation. The consideration for the issuance of the shares shall be paid in full before their issuance and shall not be less than the par or stated value. Neither promissory notes nor future services shall constitute payment or part payment for the issuance of shares of the Bank. The consideration for the shares shall be cash. Upon payment of such consideration, such shares shall be deemed to be fully paid and nonassessable. In the case of a stock dividend, that part of the surplus of the Bank which is transferred to stated capital upon the issuance of shares as a share dividend shall be deemed to be the consideration for their issuance.

No shares of common stock (including shares issuable upon conversion, exchange, or exercise of other securities) shall be issued, directly or indirectly, to officers, directors or controlling persons of the Bank other than as part of a general public offering or as qualifying shares to a Director, unless the issuance or the plan under which they would be issued has been approved by a majority of the total votes eligible to be cast at a legal meeting.

The holders of the common stock shall exclusively possess all voting power. Each holder of shares of common stock shall be entitled to one vote for each share held by such holder. Subject to any provision for a liquidation account, in the event of any liquidation, dissolution, or winding up of the Bank, the holders of the common stock shall be entitled, after payment or provision for payment of all debts and liabilities of the Bank, to receive the remaining assets of the Bank available for distribution, in cash or in kind. Each share of common stock shall have the same relative rights as and be identical in all respects with all the other shares of common stock.

The Bank shall begin business with at least \$1,000.00 in paid in common capital stock. The amount of surplus and undivided profits with which the Bank will begin business will be not less than \$15,540,549.00.

ARTICLE 6. Preemptive Rights. Holders of the capital stock of the Bank shall not be entitled to preemptive rights with respect to any shares of the Bank that may be issued.

ARTICLE 7. Directors. The Bank shall be under the direction of a Board of Directors. The authorized number of Directors, as stated in the Bank's bylaws, shall not be fewer than five or more than fifteen. The names and addresses of the Directors are as follows:

David G. Albright	1189 Hypoluxo Road Lantana, Florida 33462
George A. Bavelis	52 East 15 th Avenue Columbus, Ohio 43201
Thomas Copulos	1000 N.W. 9 th Court, Suite 106 Boca Raton, Florida 33486
Craig Perry	12534 Wiles Road Coral Springs, Florida 33576
George L. Sigalos	120 East Palmetto Park Road Boca Raton, Florida 33432
Thomas A. Vogel	316 Royal Plaza Drive Ft. Lauderdale, Florida 33301
I.D. Voldness	215 Ballyshannon Street Melbourne Beach, Florida 33951

ARTICLE 8. Amendment of Charter. Except as provided in Article 5, no amendment, addition, alteration, change or repeal of these Articles of Incorporation shall be made, unless such is first proposed by the Board of Directors of the Bank, then approved by the Office, and thereafter approved by the shareholders by a majority of the total votes eligible to be cast at a legal meeting. Any amendment, addition, alteration, change or repeal so acted upon shall be effective upon filing with the Office in accordance with regulatory procedures or on such other date as the Office may specify in its approval.

ARTICLE 9. Cumulative Voting Limitation. Stockholders shall not be permitted to cumulate their votes for election of Directors.

[Signature on Next Page]

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation of Sterling Bank as of this 18th day of December, 2003.

By: [Signature]
Name: David G. Albright
Title: President and Chief Executive Officer

Approved by the Florida Office of Financial Regulation this 23RD day of
DECEMBER, 2003.

Tallahassee, Florida

[Signature]
Linda B. Charity, Deputy Director
Office of Financial Regulation