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1-13-04

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TALLAHASSEE, FLORIDA
04 JAN -9 AM 10:40

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STATE OF FLORIDA OFFICE OF FINANCIAL REGULATION

DATE: January 9, 2004

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

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

SUBJ: Englewood Acquisition Bank and Englewood Bank
Englewood, Charlotte County

Please file the attached using JANUARY 13, 2004, as the effective date for all:

1. Articles of Incorporation for Englewood Acquisition Bank (2 certified copies to David Mack & 1 certified copy to Bruce Ricca)
2. Amended Articles for name change of Englewood Bank (1 certified copy to Bruce Ricca)
3. Amended Articles for name change of Englewood Acquisition Bank (1 certified copy to Bruce Ricca)

Please make the following distribution of copies:

- (1) Bruce Ricca
Office of Financial Regulation
Licensing & Chartering
200 East Gaines Street
Tallahassee, FL 32399-0371
- (2) Mr. David Mack
Werner & Blank, LLC
7205 West Central Avenue
Toledo, Ohio 43617
- (3) Ms. Kate Gaboardi
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: JANUARY 13, 2004
ARTICLES OF INCORPORATION
OF
ENGLEWOOD ACQUISITION BANK

EFFECTIVE DATE
1-13-04
FILED
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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 Englewood Acquisition Bank, and its initial place of business shall be at 1111 South McCall Road, in the City of Englewood, in the County of Charlotte and State of Florida.

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 one thousand (130,500). Such shares shall be of a single class and shall have a par value of \$100.00 per share. The corporation shall begin business with at least \$13,050,000 in paid-in common capital stock to be divided into 130,500 shares. The amount of surplus with which the corporation will begin business will be not less than \$13,050,000. All 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

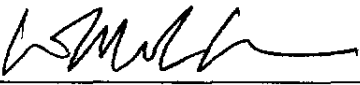
The number of directors shall not be fewer than five (5). A majority of the full board of directors may, at any time during the years following the annual meeting of shareholders in which such action has been authorized, increase the number of directors by not more than two and appoint persons to fill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

NAME

STREET ADDRESS

James W. Crews, Jr.	821 Griffin Road Wauchula, Florida 33837
W. Markam Crews	400 North Brevard Avenue Arcadia, Florida 34265
Charles G. Brown III	4856 Winterhaven Drive Sarasota, Florida 34233
Bradley L. Wilson	119 Palmetto Circle Port Charlotte, Florida 33952
Craig H. DeYoung	1321 Aegean Court Port Charlotte, Florida 33983
Michael S. Aloian	2530 Sims Boulevard Tampa, Florida 33609
Raymond W. Flischel	7191 Carlsbad Terrace Englewood, Florida 34224
A. Ferold Davis	285 Stratford Road Englewood, Florida 34223

In witness of the foregoing, the undersigned directors have executed these Articles of Incorporation as of the date so indicated.


W. Markam Crews

12-24-03
Date


James W. Crews, Jr.

12-23-03
Date

Charles G. Brown III

Date

Bradley L. Wilson

Date


Michael S. Aloian

12-25-03
Date

Craig H. DeYoung

Date

Raymond W. Flischel

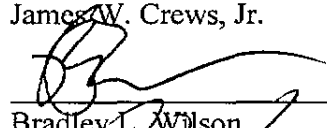
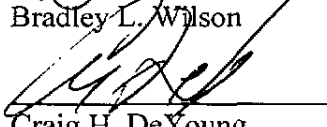
Date

A. Ferold Davis

Date

NAME	STREET ADDRESS
James W. Crews, Jr.	821 Griffin Road Wauchula, Florida 33837
W. Markam Crews	400 North Brevard Avenue Arcadia, Florida 34265
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A. Ferold Davis	285 Stratford Road Englewood, Florida 34223

In witness of the foregoing, the undersigned directors have executed these Articles of Incorporation as of the date so indicated.

W. Markam Crews	Date	James W. Crews, Jr.	Date
	12-19-03		12-19-03
Charles G. Brown III	Date	Bradley L. Wilson	Date
Michael S. Aloian	Date		12-19-03
		Craig H. DeYoung	Date
Raymond W. Flischel	Date	A. Ferold Davis	Date

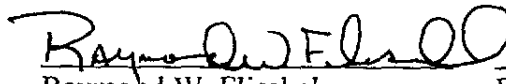
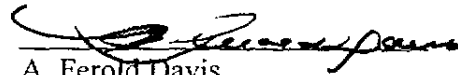
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James W. Crews, Jr.	821 Griffin Road Wauchula, Florida 33837
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Raymond W. Flischel	7191 Carlsbad Terrace Englewood, Florida 34224
A. Ferold Davis	285 Stratford Road Englewood, Florida 34223

In witness of the foregoing, the undersigned directors have executed these Articles of Incorporation as of the date so indicated.

_____ W. Markam Crews	_____ Date	_____ James W. Crews, Jr.	_____ Date
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_____ Charles G. Brown III	_____ Date	_____ Bradley L. Wilson	_____ Date
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_____ Michael S. Aloian	_____ Date	_____ Craig H. DeYoung	_____ Date
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 Raymond W. Flischel	<u>12-23-03</u> Date	 A. Ferold Davis	<u>12-23-03</u> Date
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COUNTY OF _____

Hardee

The foregoing instrument was acknowledged before me this 23 day of

(SEAL)



Notary Public - State of Florida at Large
My Commission Expires: 12-3-07

STATE OF FLORIDA)
COUNTY OF Desoto) SS

The foregoing instrument was acknowledged before me this 24th day of December, 2003, by W. Mark Crews, who is personally known to me or who has produced _____ as identification and who did/did not take an oath.

(SEAL)

 Linda M Reed
My Commission DD161082
Expires December 22, 2006

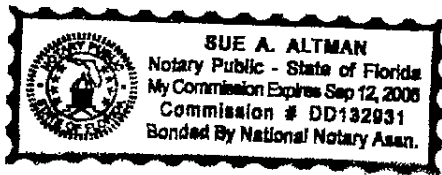
Linda M. Reed
Notary Public - State of Florida at Large
My Commission Expires:

STATE OF FLORIDA)

COUNTY OF HARdee) SS

The foregoing instrument was acknowledged before me this 25 day of December, 2003, by Michael S. Aloian, who is personally known to me or who has produced _____ as identification and who did/did not take an oath.

(SEAL)



See A. Altman
Notary Public - State of Florida at Large
My Commission Expires:

STATE OF FLORIDA)

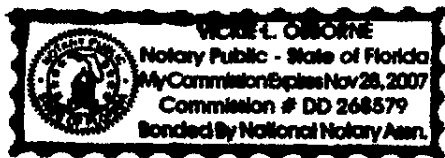
COUNTY OF)

Charlotte

SS

The foregoing instrument was acknowledged before me this 19th day of December, 2003, by Charles G. Brown III, who is personally known to me ~~or~~ who has produced _____ as identification and who ~~did~~ did not take an oath.

(SEAL)



A handwritten signature in dark ink, appearing to be 'Vicki L. Osborne', written over a horizontal line.

Notary Public - State of Florida at Large
My Commission Expires: 11/28/07

STATE OF FLORIDA)

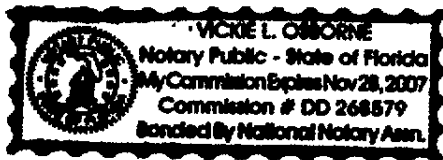
COUNTY OF)

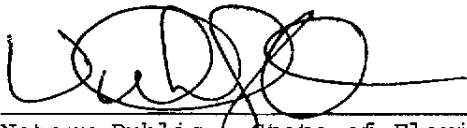
Charlotte

SS

The foregoing instrument was acknowledged before me this 19th day of December, 2003, by Bradley L. Wilson, who is personally known to me ~~or who~~ has produced _____ as identification and who ~~did~~/did not take an oath.

(SEAL)





Notary Public - State of Florida at Large
My Commission Expires: 11/28/07

STATE OF FLORIDA)

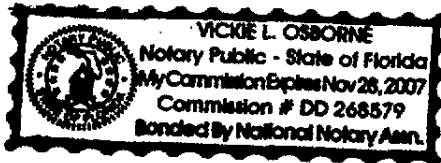
COUNTY OF)

Charlotte)

SS

The foregoing instrument was acknowledged before me this 19th day of December, 2003, by Craig H. DeYoung, who is personally known to me ~~or who~~ ~~has produced~~ _____ ~~as identification~~ and who ~~did~~/did not take an oath.

(SEAL)



A handwritten signature in black ink, appearing to be "Vickie L. Osborne", written over a horizontal line.

Notary Public - State of Florida at Large
My Commission Expires: 11/28/07

STATE OF FLORIDA)

COUNTY OF CHARLOTTE) SS

The foregoing instrument was acknowledged before me this 23 day of December, 2003, by **Raymond W. Flischel**, who is personally known to me ~~or who~~ ~~has produced~~ _____ as identification and who did/~~did~~ ~~not~~ take an oath.

(SEAL)



Sonnie K. Golacsky
Notary Public, State of Florida at Large
My Commission Expires: February 1, 2005

COUNTY OF CHARLOTTE

The foregoing instrument was acknowledged before me this 23rd day of December, 2003, by **A. Ferold Davis**, who is personally known to me ~~or who has~~ produced _____ as identification and who did/~~did not~~ take an oath.

(SEAL)



Sannie K. Kolacsky
Notary Public / State of Florida at Large
My Commission Expires: February 1, 2005

Approved by the Office of Financial Regulation this ____ day of _____, 20__.

Tallahassee, Florida

Linda B. Charity
Linda B. Charity
Deputy Director

Office of Financial Regulation