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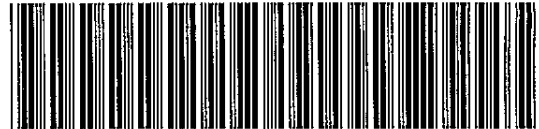
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2004 DEC 13 AM 11:15  
SECRETARY OF STATE  
DIVISION OF CORPORATION

Amended & Restated w/NC

LFT

12-13-04

**INTEROFFICE  
COMMUNICATION**



**OFFICE OF FINANCIAL  
REGULATION**

Don B. Saxon  
Commissioner

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**DATE:** December 10, 2004

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

**FROM:** Bruce Ricca, Licensing and Chartering

**SUBJ:** Alarion Bank  
Ocala, Marion County  
(Proposed New Bank)

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Please file the attached Articles of Incorporation for the above-referenced institution, using TODAY'S DATE, 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) One copy to: Mr. Richard Pearlman  
Igler & Dougherty, P. A.  
2457 Care Drive  
Tallahassee, Florida 32308
- (3) One copy to: Mr. Kirk Stephens  
Federal Deposit Insurance Corporation  
10 Tenth Street, N. E.  
Suite 800  
Atlanta, Georgia 30309-3906

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

2004 DEC 13 AM 11:15

The undersigned, acting as sole Incorporator of North/Central BkCorp, Inc., now to be known as Alarion Bank, hereby adopts the following Amended and Restated Articles of Incorporation pursuant to Sections 607.1005, 607.1006 and 607.1007, *Florida Statutes*. These Amended and Restated Articles of Incorporation are adopted as of December 7, 2004, and as of that date, no shares of the corporation have been issued.

**ARTICLE I**

The name of the corporation shall be Alarion Bank ("Bank"). Its initial place of business shall be One Northeast First Avenue, Ocala, Florida 34470, or at such other place as the Board of Directors shall designate.

**ARTICLE II**

The general nature of the business to be transacted by the Bank 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, which regulate the organization, powers, and management of banking corporations.

**ARTICLE III**

The total number of shares authorized to be issued by the Bank shall be 5,000,000. Such shares shall be of a single class and shall have a par value of \$5.00 per share. The Bank shall begin business with at least \$4,500,000 in paid-in common capital stock to be divided into 900,000 shares. The amount of surplus with which the Bank will begin business will be not less than \$4,000,000, all of which (capital stock and surplus) shall be paid in cash.

**ARTICLE IV**

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

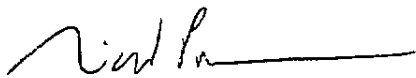
**ARTICLE V**

The number of directors shall not be fewer than five. A majority of the full board of directors or of the shareholders may, at any time during the year following the annual meeting of shareholders, increase the number of directors by not more than two directors, and appoint persons to fill resulting vacancies.

The names and street addresses of the first directors of the Bank are:

<u>Name</u>	<u>Street Address</u>
Carol R. Bosshardt	3950 SW 93 <sup>rd</sup> Drive Gainesville, Florida 32608
David G. Cope	3950 SW 93 <sup>rd</sup> Drive Ocklawaha, Florida 32179
Riadh A. Fakhoury	2703 SE 25 <sup>rd</sup> Court Ocala, Florida 34471
Gloria W. Fletcher	1223 N.W. 114 <sup>th</sup> Drive Gainesville, Florida 32606
Michael P. Hill	6700 S.W. 12 <sup>th</sup> Court Ocala, Florida 34476
Kenneth B. Kirkpatrick	307 S.E. 21st Terraces Ocala, Florida 34471
Jon M. Kurtz	1720 S.W. 55 <sup>th</sup> Lane Ocala, Florida 34474
Loralee W. Miller	753 Seminole Ridge Road Melrose, Florida 32666
Mike Potapow	6383 SW 21 <sup>st</sup> Court Road Ocala, Florida 34474
Job E. White	10216 S.W. 49 Lane Gainesville, Florida 32608
Thomas W. Williams, Jr.	13806 SW 143 <sup>rd</sup> Street Archer, Florida 32618


In witness of the foregoing, the undersigned Incorporator executed these Articles of Incorporation this 7<sup>th</sup> day of December, 2004.



Richard Pearlman, Incorporator  
Alarion Bank

Amended and Restated Articles of Incorporation of Alarion Bank approved by the Office of Financial Regulation this 9<sup>TH</sup> day of December, 2004.

Tallahassee, Florida

  
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Linda B. Charity  
Director, Office of Financial Regulation