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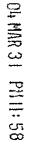
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OFFICE OF FINANCIAL REGULATION

Don B. Saxon Director

DATE: March 31, 2004

TO: Karon Beyer, Department of State

Division of Corporations - Bureau of Commercial Recordings

FROM: Bruce Ricca, Licensing and Chartering

SUBJ: First America Bank

Osprey, Sarasota County (Proposed New Bank)

Please file the attached Articles of Incorporation for the above-referenced institution, using MARCH 31, 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. John P. Greeley Smith Mackinnon, P. A.

Post Office Box 2254

Orlando, Florida 32802-2254

(3) One copy to:

Mr. Steven King

(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.



OF THE SECTION OF THE The undersigned, acting as directors for the purpose of forming a corporation under and by v of the Laws of the State of Florida, adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be First America Bank and its initial place of business shall be at 410 43rd Street West, Suite C, in the City of Bradenton, in the County of Manatee 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 5,000,000. 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 \$3,750,000 in paid-in common capital stock to be divided into 750,000 shares. The amount of surplus with which the corporation will begin business will be not less than \$3,250,000.

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 year following the annual meeting of shareholders, 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:

NAMES

STREET ADDRESSES

Ronald G. Allen	112 Osprey Point Drive Osprey, FL 34229	
Paul D. Beitlich	1740 Little Point Circle Sarasota, FL 34231	
James E. Bridges	136 Golden Gate Point #401 Sarasota, FL 34236	
Douglas K. Chapman	110 Osprey Point Drive Osprey, FL 34229	
Robert J. Clancy	7068 Hawks Harbor Circle Bradenton, FL 34207	
Philip Roy Day	5191 Flicker Field Circle Sarasota, FL 34231	
Henry A. Goldsby	3828 Spyglass Hill Road Sarasota, FL 34238	
Carol B. Green	136 Golden Gate Point #302 Sarasota, FL 34236	
Gary A. Roberts	7093 South Tamiami Trail Sarasota, FL 34231	
Robert Clinton Smith	201 Gulf of Mexico Drive, St 1 Longboat Key, FL 34228	
Robert J. Klement	416 51st Street NW Bradenton, FL 34209	
Stanley E. Meuser	116 Osprey Point Drive Osprey, FL 34229	
Vincent G. Stenger	1991 Hyde Park Street, St 1 Sarasota, FL 34239	
Edward Joseph Valek, II	2079 Constitution Boulevard Sarasota, FL 34231	

ARTICLE VI

The name and street address of the person signing these Articles of Incorporation as Incorporator

Henry A. Goldsby 3828 Spyglass Hill Road Sarasota, FL 34238

is:

Chemina 5 richy	3828 Spyglass Hill Road Sarasota, FL 34238
Henry A. Goldsby STATE OF FLORIDA) COUNTY OF SARASOTA)	OL MAR 31 PM II: 58 SELIKE WAS SEE FLORIE TALLAHAS SEE FLORIE
The foregoing instrument was acknowledged March, 2004, by Henry personally known to me or who has produced to the first transfer of the foregoing instrument was acknowledged to the foregoing in the for	A. Soldoley who is as
	otary Public—State of Florida at Large y Commission Expires:
Approved by the Florida Office of 1 MARCH, 2004.	Financial Regulation this 315T day of allahassee, Florida