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TALLAHASSEE, FLORIDA

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**INTEROFFICE  
COMMUNICATION**



**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)

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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.

**ARTICLES OF INCORPORATION OF  
FIRST AMERICA BANK**

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TALLAHASSEE, FLORIDA

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 First America Bank and its initial place of business shall be at 410 43<sup>rd</sup> 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:

<b>NAMES</b>	<b>STREET ADDRESSES</b>
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 51 <sup>st</sup> 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 is:

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

In witness of the foregoing, the undersigned Incorporator has executed these Articles of Incorporation this 25<sup>th</sup> day of March, A. D. 2004.

Henry A. Goldsby  
Henry A. Goldsby

3828 Spyglass Hill Road  
Sarasota, FL 34238

STATE OF FLORIDA )

COUNTY OF SARASOTA )

SS

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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The foregoing instrument was acknowledged before me this 25<sup>th</sup> day of March, 2004, by Henry A. Goldsby, who is personally known to me or ~~who has produced~~ as identification and who did/did not take an oath.

(SEAL)  
Kelly H. Ellis  
My Commission DD289584  
Expires March 01, 2008

[Signature]  
Notary Public - State of Florida at Large  
My Commission Expires:

#### APPROVAL

Approved by the Florida Office of Financial Regulation this 31<sup>ST</sup> day of MARCH, 2004.

[Signature]  
Tallahassee, Florida