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**INTEROFFICE
COMMUNICATION**



**OFFICE OF FINANCIAL
REGULATION**

Don B. Saxon
Director

DATE: May 6, 2004

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

FROM: Bruce Ricca, Licensing and Chartering

SUBJ: Great Florida Bank
Miami, Miami-Dade County
(Proposed New Bank)

Please file the attached Articles of Incorporation for the above-referenced institution, using MAY 6, 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. Russ Marshall
(uncertified) Federal Deposit Insurance Corporation
10 Tenth Street, N. E.
Suite 800
Atlanta, Georgia 30309-3906

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OFFICE OF FINANCIAL REGULATION

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
GREAT FLORIDA BANK**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator for the purpose of forming a corporation under and by virtue of the Laws of the State of Florida, adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be Great Florida Bank and its initial place of business shall be at One Biscayne Tower, Suite 110, 2 South Biscayne Boulevard, Miami, in the County of Miami-Dade 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 aggregate number of shares of capital stock which this corporation shall have the authority to issue is 40,000,000 shares of common stock, of which 30,000,000 shares shall be designated as Class A Common Stock and 10,000,000 shares shall be designated as Class B Common Stock (the Class A Common Stock and the Class B Common Stock are sometimes hereinafter referred to collectively as the "Common Stock"). The corporation shall begin business with total capital accounts of at least \$12,000,000, comprised of at least \$6,000,000 of paid-in common capital stock to be divided into 1,200,000 shares, and surplus of not less than \$6,000,000.

Except with respect to the differences in voting rights between the shares of Class A Common Stock and Class B Common Stock, the Class A Common Stock and the Class B Common Stock shall be identical in all respects and shall have equal rights, preferences, limitations, and privileges.

The holders of Class B Common Stock shall exclusively possess all voting power. Each holder of shares of Class B Common Stock shall be entitled to one vote per share. Each holder of shares of Class A Common Stock shall not be entitled to vote, except as required by law. There shall be no cumulative voting in the election of directors.

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

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). The names and street addresses of the first directors of the corporation are:

<u>Name</u>	<u>Street Address</u>
Mehdi Ghomeshi	9100 South Dadeland Blvd., #514, Miami, FL 33156
Sherril W. Hudson	745 San Esteban Avenue, Coral Gables, FL 33146
Daryl L. Jones	15320 S.W. 98 Court, Miami, FL 33157
Joseph P. Lacher	6020 West Suburban Drive, Miami, FL 33156
Susana L. Ibarguen	Three Grove Isle #202, Miami, FL 33133
Mitchell W. Mandler	13920 S.W. 72 Court, Miami, FL 33158
Leslie V. Pantin, Jr.	741 Sunset Road, Coral Gables, FL 33143
Vincent F. Post, Jr.	2951 South Bayshore Drive, Apt. 608, Miami, FL 33133
Michael S. Ross	19986 N.E. 36 th Place, Aventura, FL 33180
Donald D. Slesnick, II	827 N. Greenway Drive, Coral Gables, FL 33143

ARTICLE VI

The name and street address of the person signing these Articles of Incorporation as incorporator is Mehdi Ghomeshi, 9100 South Dadeland Blvd., #514, Miami, FL 33156.

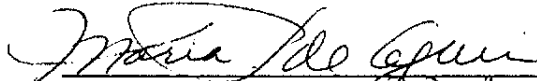
In witness of the foregoing, the undersigned incorporator has executed these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets his hand and seal this 22 day of April, 2004.



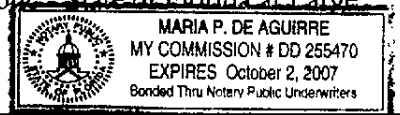
Mehdi Ghomeshi
President and Chief Executive Officer

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 22 day of April, 2004, by Mehdi Ghomeshi.


Printed Name: MARIA P. DE AGUIRRE
Notary Public - State of Florida at Large

Personally known ☒ or Produced Identification ☐
Type of Identification Produced _____



Approved by the Florida Office of Financial Regulation this 4TH day of MAY, 2004.

Tallahassee, Florida

