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**INTEROFFICE
COMMUNICATION**



**OFFICE OF FINANCIAL
REGULATION**

Don B. Saxon
Commissioner

DATE: September 30, 2004

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

FROM: Bruce Ricca, Licensing and Chartering

SUBJ: Prime Bank
Melbourne, Brevard County
(Proposed New Bank)

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) Two copies to: Mr. John P. Greeley
Smith Mackinnon, P. A.
Post Office Box 2254
Orlando, Florida 32802-2254
- (3) One copy to: Ms. Charmion Haley
(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.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
PRIME BANK**

04 SEP 30 PM 1:15

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 Prime Bank and its initial place of business shall be at 2955 Pineda Causeway, Suite 119, Melbourne, Florida 32940.

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 2,000,000. Such shares shall be of a single class designated common stock 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 shall begin business shall not be less than \$3,250,000, all of which (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 of this corporation may, at any time during the year following the 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. The names and street addresses of the first directors of the corporation are:

<u>Name</u>	<u>Street Address</u>
Michael Coleman	2955 Pineda Causeway, Suite 119, Melbourne, Florida 32940
Bjornar Hermansen	2955 Pineda Causeway, Suite 119, Melbourne, Florida 32940
Tom Hermansen	2955 Pineda Causeway, Suite 119, Melbourne, Florida 32940
John Kancilia	1800 Hibiscus Blvd., Ste. S-138, Melbourne, Florida 32922
Dana Kilborne	2955 Pineda Causeway, Suite 119, Melbourne, Florida 32940
Malcolm Kirschenbaum	516 Delannoy Avenue, Cocoa, Florida 32922
Charles Lydecker	P. O. Box 2412, Daytona Beach, Florida 32115
Jim Swann	516 Delannoy Avenue, Cocoa, Florida 32922
Judy Rockwell Willeke	2955 Pineda Causeway, Suite 119, Melbourne, Florida 32940

ARTICLE VI

The name and street address of the person signing these Articles of Incorporation as incorporator is Dana Kilborne, 2955 Pineda Causeway, Suite 119, Melbourne, FL 32940.

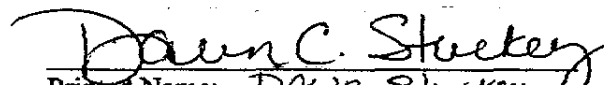
In witness of the foregoing, the undersigned incorporator has executed these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribe thereto and hereunto set his hand and seal this 20th day of SEPTEMBER, A.D. 2004.



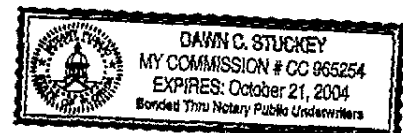
Dana Kilborne

STATE OF FLORIDA)
COUNTY OF BREVARD)

The foregoing instrument was acknowledged before me this 20 day of Sept, 2004, by Dana Kilborne.


Printed Name: DAWN STUCKEY
Notary Public - State of Florida at Large

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



APPROVAL

Approved by the Florida Office of Financial Regulation this 29TH day of September
2004.

Linda B. Chast

Tallahassee, Florida