

PO4 000 140330

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

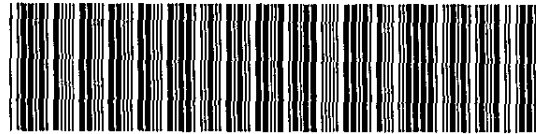
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



500041409305

10/11/04--01003--001 **96.25

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
04 OCT 11 PM 12:39

**INTEROFFICE
COMMUNICATION**



**OFFICE OF FINANCIAL
REGULATION**

Don B. Saxon
Commissioner

DATE: October 8, 2004

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

FROM: Bruce Ricca, Licensing and Chartering

SUBJ: Bank of Florida - Tampa Bay
Tampa, Hillsborough 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) Three copies to: Mr. Richard Pearlman
Igler & Dougherty, P. A.
2457 Care Drive
Tallahassee, Florida 32308
- (3) One copy to: Mr. Steve 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
BANK OF FLORIDA – TAMPA BAY

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
04 OCT 11 PM 12:39

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 Bank of Florida – Tampa Bay (“Bank”). Its initial place of business shall be 777 S. Harbour Island Boulevard, Suite 125, Tampa, Florida 33602, 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 \$4,200,000 in paid-in common capital stock to be divided into 840,000 shares. The amount of surplus with which the Bank will begin business will be not less than \$3,800,000, 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.

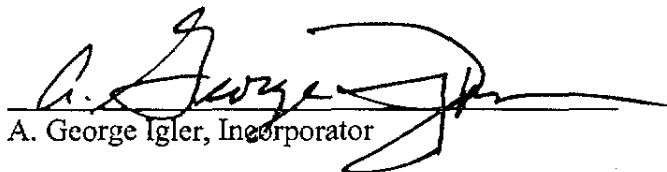
The names and street addresses of the first directors of the Bank are:

<u>Name</u>	<u>Street Address</u>
Michael E. Barger	4200 4 th Street North, Suite D St. Petersburg, Florida 33703
John P. Barrett, Jr., M.D.	1660 Gulf to Bay Boulevard Clearwater, Florida 33755
Bradford G. Douglas	5100 W. Kennedy Boulevard, Suite 225 Tampa, Florida 33609
Sam M. Gibbons	940 South Sterling Avenue Tampa, Florida 33629
Roy N. Hellwege	794 27 th Avenue North St. Petersburg, Florida 33704
H. Wingfield Hughes	213 Hobbs Street Tampa, Florida 33619
Edward Kaloust	921 Seddon Cove Tampa, Florida 33602
Martin P. Mahan	110 East Broward Boulevard, Suite 100 Ft. Lauderdale, Florida 33301
Michael L. McMullan	1185 Immokalee Road Naples, Florida 34110
Mary Anne Reilly	4950 West Kennedy Boulevard, Suite 101 Tampa, Florida 33609
L. David Shear	401 East Jackson Street, 27 th Floor Tampa, Florida 33602
Robert F. Shuck	880 Carillon Parkway St. Petersburg, Florida 33716
Holly B. Tomlin	8402 Laurel Fair Circle, Suite 101 Tampa, Florida 33610

ARTICLE VI

Pursuant to Section 607.0206, *Florida Statutes*, the right to adopt the Bank's initial Bylaws is reserved to the Bank's Shareholders.

In witness of the foregoing, the undersigned Incorporator executed these Articles of Incorporation this 4th day of October, 2004.


A. George Igler, Incorporator

Articles of Incorporation of Bank of Florida – Tampa Bay approved by the Office of Financial Regulation this 8TH day of October, 2004.

Tallahassee, Florida


Linda B. Charity
Deputy Director, Office of Financial Regulation

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
04 OCT 11 PM 12:39