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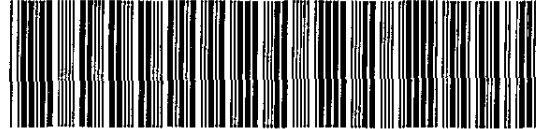
(Business Entity Name)

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**INTEROFFICE  
COMMUNICATION**



**OFFICE OF FINANCIAL  
REGULATION**

Don B. Saxon  
Commissioner

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**DATE:** Novemebr 15, 2004

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

**FROM:** Bruce Ricca, Licensing and Chartering

**SUBJ:** Liberty Bank  
Clearwater, Pinellas County  
(Proposed New Bank)

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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. Richard P. Hunt  
Kendrick Pierce & Company  
324 South Hyde Park Avenue, Suite 202  
Tampa, Florida 33606
- (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  
LIBERTY BANK**

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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The undersigned, acting as the incorporators of LIBERTY BANK (the "Corporation") under the Florida Business Corporation Act, adopt the following Articles of Incorporation.

**ARTICLE I  
CORPORATE NAME AND PRINCIPAL OFFICE**

The name of the Corporation shall be LIBERTY BANK and its initial place of business shall be 1617 Gulf to Bay Boulevard, Clearwater, Florida 33755.

**ARTICLE II  
General Nature of Business**

The general nature of the business to be transacted by the Corporation shall be that of a commercial banking business with all rights, powers and privileges granted and conferred by the Florida Financial Institutions Codes, relating to the organization, powers and management of banking corporations.

**ARTICLE III  
Capital Stock**

The number of shares authorized to be issued by the Corporation shall be 4,000,000. Such shares shall be of a single class and each shall have a par value of \$5.00. The Corporation shall begin business with at least \$6,000,000 of paid-in capital, to be derived from the issuance of at least 1,200,000 shares, as well as initial paid-in capital surplus of not less than \$5,500,000, all of which (paid-in capital and paid-in capital surplus) shall be paid in cash.

**ARTICLE IV  
Term of Existence**

The term for which the Corporation shall exist shall be perpetual unless terminated pursuant to the Florida Financial Institutions Codes.

**ARTICLE V  
Incorporators and Initial Directors**

The names and street addresses of the incorporators of the Corporation, who shall also serve as the Corporation's initial directors, are set forth below:

<u>Name</u>	<u>Street Address</u>
Richard W. Cope	1188 Mandalay Point Clearwater, FL 33767
Philip Doganiero	224 Ponce De Leon Blvd. Belleair, FL 33756

Daniel M. Doyle

7 Stonegate Drive  
Belleair, FL 33756

Frederick E. Fisher

1166 Lindenwood Drive  
Tarpon Springs, FL 34688

Larry C. Morgan

5 Stonegate Drive  
Belleair, FL 33756

Raymond E. Murray

3413 Braeside Place  
Clearwater, FL 33759

Ronald M. Ricardo

13923 Egret Lane  
Clearwater, FL 33762

Patricia S. Ryan

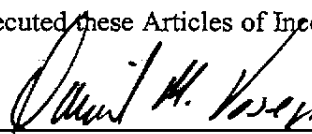
437 Saint Andrews Drive  
Belleair, FL 33756

David M. Vosen

4228 Preserve Place  
Palm Harbor, FL 34685

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

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 2nd day of November 2004.

  
\_\_\_\_\_  
David M. Vosen, an Incorporator

**APPROVAL OF ARTICLES OF INCORPORATION BY  
THE OFFICE OF FINANCIAL INSTITUTIONS  
AND SECURITIES REGULATION**

The foregoing Articles of Incorporation of LIBERTY BANK are approved by the Office of Financial Institutions and Securities Regulation of the Florida Department of Financial Services this 12TH day of November 2004 at Tallahassee, Florida.

  
\_\_\_\_\_  
Linda B. Charity, Deputy Director  
Office of Financial Regulation

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