

P04000171758

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

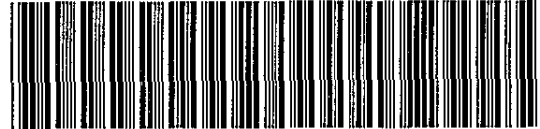
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



600042232226

12/27/04--01035--001 **96.25

EFFECTIVE DATE

1-1-05

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
04 DEC 23 AM 11:08

**INTEROFFICE
COMMUNICATION**



**OFFICE OF FINANCIAL
REGULATION**

Don B. Saxon
Commissioner

DATE: December 23, 2004

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

FROM: Bruce Ricca, Licensing and Chartering

SUBJ: Bank of Florida - Southwest
Naples, Collier County
(Proposed New Bank)

Please file the attached Articles of Incorporation for the above-referenced institution, using 12:01 A. M., JANUARY 1, 2005, 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) Five copies to: Mr. Richard Pearlman
Igler & Dougherty, P. A.
2457 Care Drive
Tallahassee, Florida 32308
- (3) One copy to: Mr. Russ Marshall
Federal Deposit Insurance Corporation
10 Tenth Street, N. E.
Suite 800
Atlanta, Georgia 30309-3906

EFFECTIVE DATE
1-1-05

ARTICLES OF INCORPORATION

OF

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BANK OF FLORIDA – SOUTHWEST

04 DEC 23 AM 11:08

THE EFFECTIVE DATE AND TIME FOR THESE ARTICLES OF INCORPORATION SHALL BE JANUARY 1, 2005 AT 12:01 A.M.

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 – Southwest (“Bank”). Its initial place of business shall be 1185 Immokalee Road, Naples, Florida 34110, 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 Code, 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 10,000,000. 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 \$11,000,000 in paid-in common capital stock to be divided into 2,200,000 shares. The amount of surplus with which the Bank will begin business will be not less than \$9,574,726, 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 Code.

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.

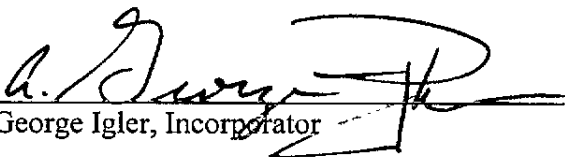
The names and street addresses of the first directors of the Bank are:

<u>Name</u>	<u>Street Address</u>
Donald Barber	3606 Enterprise Avenue Naples, Florida 34104
Caroline Beasley	3033 Riviera Drive Naples, Florida 34103
Thomas L. Cook, M.D.	4949 Tamiami Trail North Naples, Florida 34103
Joe B. Cox	1185 Immokalee Road, Suite 110 Naples, Florida 34110
James J. Guerra, M.D.	1706 Medical Blvd., Suite 201 Naples, Florida 34110
Stanley Hole	3303 Gin Lane Naples, Florida 34102
John James	1185 Immokalee Road Naples, Florida 34110
LaVonne Johnson	361 Polynesia Court Marco Island, Florida 34145
Michael L. McMullan	1185 Immokalee Road Naples, Florida 34110
Edward Morton	350 7 th Street North Naples, Florida 34102
Michael T. Putziger	99 High Street Boston, Massachusetts 02110
Polly Rogers	364 Valley Stream Circle Naples, Florida 34113
Craig D. Timmins	3838 Tamiami Trail North #402 Naples, Florida 34103
Bernard Turner	210 Mooringline Drive Naples, Florida 34102

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 29th day of October, 2004.


A. George Igler, Incorporator

Articles of Incorporation of Bank of Florida approved by the Office of Financial Regulation
this 2ND day of DECEMBER, 2004.

Tallahassee, Florida


Linda B. Charity
Deputy Director, Office of Financial Regulation