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05 JAN 13 AM 11:12  
U.S. DEPARTMENT OF STATE  
REGISTRATION SERVICES

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05 JAN 13 AM 11:13  
FILED TO STATE  
CORPORATION

ARTICLES OF INCORPORATION  
OF  
STONEGATE BANK

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 STONEGATE BANK and its initial place of business shall be at 2455 E. Sunrise Boulevard, Suite 600, in the City of Fort Lauderdale, in the County of Broward and the 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, Chapters 655, et seq., Florida Statutes, and any successor statutes, 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 5,000,000. Such shares shall be of a single class and shall have a par value of \$5.00 per share. The corporation shall begin business with at least \$8,000,000 in paid-in common capital stock to be divided into 1,600,000 shares. The amount of surplus with which the corporation will begin business will be not less than \$7,487,212.

ARTICLE IV

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

ARTICLE V

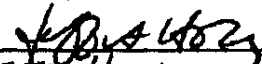
The number of directors constituting the initial Board of Directors of the corporation shall be seven. The names and street addresses of the initial directors of the corporation are:

NAME	STREET ADDRESS
<u>Jeffrey Holding</u>	<u>778 Middle River Dr., Ft. Lauderdale, FL 33304</u>
<u>Jeff Nudelman</u>	<u>3000 Meadow Lane, Weston, FL 33331</u>

Alan Robbins 1807 Victoria Pointe Circle, Weston, FL 33327  
Robin Rodriguez 3333 Poinciana Ave., Coconut Grove, FL 33133  
Gary Rotella 2833 N.E. 24<sup>th</sup> Ct., Ft. Lauderdale, FL 33305  
David Seleski 440 S.E. 1<sup>st</sup> Terr., Pompano Beach, FL 33060  
Robert Souaid 335 Old School Rd., Gulf Stream, FL 33483  
John Tomlinson 756 Middle River Dr., Ft. Lauderdale, FL 33304

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

In witness of the foregoing, the undersigned incorporator has executed these Articles of Incorporation this 6<sup>th</sup> day of January, 2005.

  
JEFF HOLDING, Incorporator

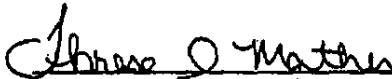
STATE OF FLORIDA )  
 )  
 COUNTY OF Broward ) SS

The foregoing instrument was acknowledged before me this 6<sup>th</sup> day of  
 January, 2005, by Jeff Holding ~~known to me~~ who is personally  
~~and who did/did not take an oath.~~ as identification

(SEAL)

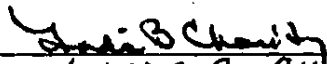


Theresa A. Mather  
 Commission # DD 068663  
 Expires Oct. 30, 2005  
 Bonded Thru  
 Atlantic Bonding Co., Inc.

  
Theresa A. Mather  
 Notary Public - State of Florida at Large  
 My Commission Expires: 10/30/05

Approved by the Office of Financial Regulation this 13<sup>th</sup> day of January, 2005.

Tallahassee, Florida

  
 Name: LINDA B. CHARITY  
 Title: DIRECTOR

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 OFFICE OF STATE  
 DEPARTMENT OF  
 REVENUE