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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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☐ WAIT

☐ MAIL

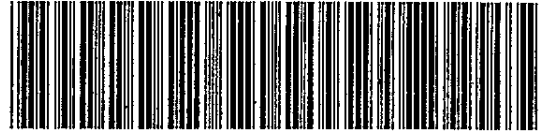
(Business Entity Name)

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FRPD  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
05 JAN 26 AM 7:55

W05-2111

**SMITH MACKINNON, PA**

PROFESSIONAL ASSOCIATION  
ATTORNEYS AT LAW

SUITE 800  
CITRUS CENTER  
255 SOUTH ORANGE AVENUE  
ORLANDO, FLORIDA 32801

January 11, 2005

POST OFFICE BOX 2254  
ORLANDO, FLORIDA 32802-2254

TELEPHONE (407) 843-7300  
FACSIMILE (407) 843-2448  
E-MAIL: [JPG7300@AOL.COM](mailto:JPG7300@AOL.COM)

JOHN P. GREELEY

***Via Federal Express***

Florida Secretary of State  
Division of Corporations  
Bureau of Corporate Records  
409 East Gaines Street  
Tallahassee, FL 32399

Re: American Enterprise Bankshares, Inc.

Dear Sir/Madam:

Enclosed are the following documents relating to the above-referenced corporation:

1. Original Articles of Incorporation submitted for filing;
2. A check in the amount of \$87.50 (\$35.00 for filing fee, \$35.00 for registered agent designation and \$17.50 for two certified copies of the Articles of Incorporation); and
3. Two photocopies of the executed Articles of Incorporation.

Please file the enclosed document as soon as possible and return to us two certified copies of the Articles. If you have any questions regarding the enclosed, please do not hesitate to call me at your convenience.

Thank you for your assistance.

Very truly yours,

  
John P. Greeley

JPG:erw  
Enclosures

Copy to: Bennett Brown, President and Chief Executive Officer  
American Enterprise Bankshares, Inc.

JAN-24-2005 11:04

DIVISION OF BANKING

850 410 9548 P.02/02



OFFICE OF FINANCIAL REGULATION

DON B. SAXON  
COMMISSIONER

FINANCIAL SERVICES  
COMMISSION

JEB BUSH  
GOVERNOR

TOM GALLAGHER  
CHIEF FINANCIAL OFFICER

CHARLIE CRIST  
ATTORNEY GENERAL

CHARLES BRONSON  
COMMISSIONER OF  
AGRICULTURE

January 24, 2005

John P. Greeley, Esq.  
Smith MacKinnon, PA  
Suite 800  
Citrus Center  
255 South Orange Avenue  
Orlando, Florida 32801

Re: American Enterprise Bankshares, Inc.

Dear Mr. Greeley:

Reference is made to your recent letter/fax requesting approval of the above-referenced name which will be a proposed one bank holding company for American Enterprise Bank of Florida, located in Jacksonville, Florida.

Section 655.922, Florida Statutes, exempts a financial institution, holding company or its subsidiaries from the prohibition of using the word "bank," "banc," "banque," "banker," "banking," "trust company," "savings and loan association," "savings bank," or "credit union" in its corporate name.

Therefore, this Office will not object to the use of the above referenced name being registered to transact business in the state of Florida. However, if the proposed bank holding company is not organized, we will require that the corporation be dissolved.

Sincerely,

A handwritten signature in cursive script that reads "Linda B. Charity".

Linda B. Charity  
Director  
Division of Financial Institutions

LBC:ker

cc: Karon Beyer, Chief, Bureau of Commercial Recordings, Division of Corporations,  
Secretary of State's Office



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

January 14, 2005

JOHN P. GREELEY  
SMITH MCKINNON, PA  
POST OFFICE BOX 2254  
ORLANDO, FL 32802-2254

SUBJECT: AMERICAN ENTERPRISE BANKSHARES, INC.  
Ref. Number: W05000002111

We have received your document for AMERICAN ENTERPRISE BANKSHARES, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Written approval and clearance of the terms BANK, BANKER, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION or words of similar import, must be obtained from the Office of Financial Institutions, pursuant to section 655.922(2a), Florida Statutes.

*attached letter.*

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6972.

Doris Brown  
Document Specialist  
New Filings Section

Letter Number: 705A00002779

RECEIVED  
05 JAN 26 AM 9:00  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

05 JAN 26 AM 7:55

**ARTICLES OF INCORPORATION**  
**OF**  
**AMERICAN ENTERPRISE BANKSHARES, INC.**

The undersigned, being of legal age and desiring to form a corporation (hereinafter referred to as the "Corporation") pursuant to the provisions of the Florida Business Corporation Act, as amended (such Act, as amended from time to time, is hereinafter referred to as the "Act"), executes the following Articles of Incorporation.

**ARTICLE I**

**Name**

The name of the Corporation is American Enterprise Bankshares, Inc.

**ARTICLE II**

**Duration**

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall have perpetual duration unless sooner dissolved according to law.

**ARTICLE III**

**Purpose and General Powers**

The general purpose of the Corporation shall be the transaction of any and all lawful business for which corporations may be incorporated under the Act. The Corporation shall have all of the powers enumerated in the Act and all such other powers as are not specifically prohibited to corporations for profit under the laws of the State of Florida.

**ARTICLE IV**

**Capital Stock**

A. **Number and Class of Shares Authorized; Par Value.**

The Corporation is authorized to issue the following shares of capital stock:

Common Stock. The aggregate number of shares of common stock (referred to in these Articles of Incorporation as "Common Stock") which the Corporation shall have authority to issue is 5,000,000 with a par value of \$5.00 per share.

B. Common Stock Voting Rights.

Each record holder of Common Stock shall be entitled to one vote for each share held. Holders of Common Stock shall not have cumulative voting rights in any election of directors of the Corporation.

C. Preemptive Rights.

Holders of Common Stock shall not have as a matter of right any preemptive or preferential right to subscribe for, purchase, receive, or otherwise acquire any part of any new or additional issue of stock of any class, whether now or hereafter authorized, or of any bonds, debentures, notes, or other securities of the Corporation, whether or not convertible into shares of stock of the Corporation.

## ARTICLE V

### Initial Registered Office and Agent; Principal Place of Business

The initial registered office of this Corporation shall be located at Jacksonville, County of Duval, and State of Florida, and its address there shall be, at present, 4655 Salisbury Road, Suite 100, Jacksonville, Florida 32256, and the initial registered agent of the Corporation at that address shall be Bennett Brown. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation. The principal place of business and the mailing address of the Corporation shall be: 4655 Salisbury Road, Suite 100, Jacksonville, Florida 32256.

## ARTICLE VI

### Initial Board of Directors

The initial Board of Directors of the Corporation shall consist of seven directors. The names and street addresses of the initial director of this Corporation are:

<u>Name</u>	<u>Address</u>
Bennett Brown	3007 Forest Circle, Jacksonville, Florida 32257
Carter Bryan	4703 Ortega Boulevard, Jacksonville, Florida 32210
Al LaFaye	208 North Bartram Trail, Jacksonville, Florida 32259
Sutton McGehee, Jr.	4329 Great Oaks Lane, Jacksonville, Florida 32207

Richard Martin                      7990 Hunters Grove Road, Jacksonville, Florida 32257  
Chris Regas                         9230 Beauclerc Circle East, Jacksonville, Florida 32257  
V. Hawley Smith, Jr.               2767 Forest Circle, Jacksonville, Florida 32257

The number of Directors of this Corporation shall be the number from time to time fixed by the Shareholders, or by the Directors, in accordance with the terms and conditions of the Bylaws, but at no time shall said number of Directors be less than one.

#### **ARTICLE VII**

##### **Incorporator**

The name and street address of the person signing these Articles of Incorporation as Incorporator are:

Bennett Brown  
4655 Salisbury Road, Suite 100  
Jacksonville, Florida 32256

#### **ARTICLE VIII**

##### **Bylaws**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

#### **ARTICLE IX**

##### **Amendment**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

#### **ARTICLE X**

##### **Headings and Captions**

The headings or captions of these various Articles of Incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned does hereby make and file these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets his hand and seal this 5<sup>th</sup> day of January, 2005

Bennett Brown  
Bennett Brown

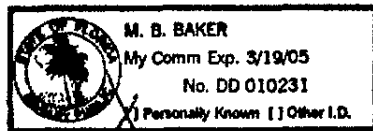
STATE OF FLORIDA     )  
COUNTY OF DUVAL    )

The foregoing instrument was acknowledged before me this 5<sup>th</sup> day of January, 2005, by Bennett Brown.

M. B. Baker  
Printed Name: M. B. Baker  
Notary Public, State of Florida

Personally Known ☒ or Produced Identification ☐

Type of Identification Produced FL DL





**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED  
AGENT UPON WHOM PROCESS MAY BE SERVED**

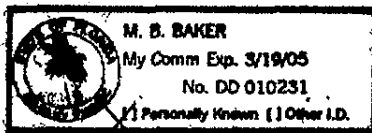
In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

American Enterprise Bankshares, Inc. (the "Corporation") desiring to organize as a domestic corporation or qualify under the laws of the State of Florida has named and designated Bennett Brown as its Registered Agent to accept service of process within the State of Florida with its registered office located at 4655 Salisbury Road, Suite 100, Jacksonville, Florida 32256.

**ACKNOWLEDGMENT**

Having been named as Registered Agent for the Corporation at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations relating to service as a registered agent, as the same may apply to the Corporation; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated this 5<sup>th</sup> day of January, 2005.



Bennett Brown  
Bennett Brown, Registered Agent

05 JAN 26 AM 7:55

SECRETARY OF STATE  
DIVISION OF CORPORATIONS