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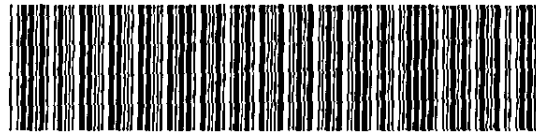
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**INTEROFFICE
COMMUNICATION**



**OFFICE OF FINANCIAL
REGULATION**

DATE: February 11, 2005

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

FROM: Bruce Ricca, Licensing and Chartering

SUBJ: Freedom Bank of America
St. Petersburg, Pinellas 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) Two copies to: Mr. John P. Greeley
Smith Mackinnon, P. A.
Post Office Box 2254
Orlando, Florida 32802-2254
- (3) One copy to: Mr. Edye Fulcher
(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.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
NOA

**ARTICLES OF INCORPORATION
OF
FREEDOM BANK OF AMERICA**

05 FEB 11 PM 12:45

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 Freedom Bank of America and its initial place of business shall be at 1200 4th Street North, St. Petersburg, Pinellas County, Florida 33701.

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, 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 3,000,000. 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 \$6,000,000 in paid-in common capital stock to be divided into 1,200,000 shares. The amount of surplus with which the corporation will begin business will be not less than \$5,500,000.

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 shall not be fewer than five (5). The names and street addresses of the first directors of the corporation are:

<u>Name</u>	<u>Street Address</u>
Stephenson Anderson	4914 59 th Avenue South, St. Petersburg, FL 33715
Frederick L. Bickley	740 64 th Avenue, St. Petersburg Beach, FL 33706
Robert A. Blakley	10203 Falcon Terrace, Seminole, FL 33778
Brian R. Bunbury	1502 2 nd Street North, St. Petersburg, FL 33704
Carlos F. Fernandez	12090 92 nd Avenue N, Seminole, FL 33772

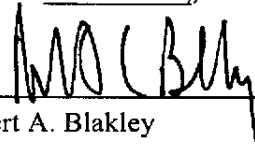
Wendy S. Giffin	501 - 26 th Avenue North, St. Petersburg, FL 33704
Marcus W. Greene	8461-125 th Court North, Seminole, FL 33776
Reginald Ligon, DDS	6450 - 4 th Street South, St. Petersburg, FL 33705
James A. Montgomery, Jr.	9057 St. Andrews Drive, Seminole, FL 33777
Price W. Schwenck	342 Royal Tern Rd. South, Ponte Vedra Beach, FL 32082
William G. Tapp	455 16 th Avenue NE, St. Petersburg, FL 33704
Patrick J. Walsh	1455 Oceanview Drive, Tierra Verde, FL

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 of this corporation by not more than two and appoint persons to fill the resulting vacancies.

ARTICLE VI

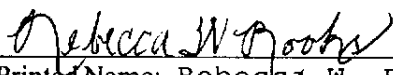
The name and street address of the person signing these Articles of Incorporation as incorporator is Robert A. Blakley, 10203 Falcon Terrace, Seminole, FL 33778.

In witness of the foregoing, the undersigned incorporator has executed 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 3rd day of February 2005.


Robert A. Blakley

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 3rd day of February, 2005, by Robert A. Blakley.

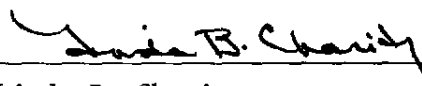

Printed Name: Rebecca W. Rooks
Notary Public - State of Florida at Large

Personally known ☒ or Produced Identification ☐
Type of Identification Produced _____



Approved by the Florida Office of Financial Regulation this 9TH day of February,
2005.

Tallahassee, Florida

A handwritten signature in cursive script, reading "Linda B. Charity", is written over a horizontal line.

Linda B. Charity
Director, Financial Institutions
Office of Financial Regulation