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J. Sowers APR 12 2005

105-17706

Igler & Dougherty, P.A.

Requestor's Name

2457 Care Drive

Address

Tallahassee, Florida 32308

City/State/Zip

878-2411

Phone #

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. **Neighborhood Bank Corporation**

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)



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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark

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**ARTICLES OF INCORPORATION
OF
NEIGHBORHOOD BANK CORPORATION**

The undersigned Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be Neighborhood Bank Corporation ("Corporation") and its initial place of business shall be at 1350 State Road 19 North, Palatka, Florida 32177. The address of the Incorporator, Richard Pearlman is 2457 Care Drive, Tallahassee, Florida 32308.

ARTICLE II

The Corporation may engage in or transact any and all activities and businesses permitted under the laws of the United States and of the State of Florida or any other state, county, territory or nation. The Corporation shall have all of the powers vested in a corporation organized under and existing by virtue of the laws of the State of Florida.

ARTICLE III

The total number of shares authorized to be issued by the Corporation shall be 1,000,000. Such shares shall be of a single class and shall have a par value of \$0.01.


ARTICLE IV

The term for which said Corporation shall exist shall be perpetual unless terminated pursuant to the Florida Statutes.

ARTICLE V

The number of directors shall not be fewer than five who shall be elected annually by the stockholders at their Annual Meeting.

IN WITNESS of the foregoing, the undersigned has executed these Articles of Incorporation this 6th day of April, 2005.



Richard Pearlman

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**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the Provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the Laws of the State of Florida, submits the following statement in designating the Registered Office/Registered Agent, in the State of Florida.

1. The name of the corporation is Neighborhood Bank Corporation
2. The name and address of the registered agent and office is:

Igler & Dougherty, P.A.
(Name)

2457 Care Drive
(Address)

Tallahassee, Florida 32308
(City/State/Zip)

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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

IGLER & DOUGHERTY, P.A.

By: _____

A. George Igler, President

Date: April 6, 2005



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

April 6, 2005

Richard Pearlman, Esquire
Iglar & Dougherty
2457 Care Drive
Tallahassee, Florida 32308

Re: Neighborhood Bank Corporation

Dear Mr. Pearlman:

Reference is made to your recent letter/fax requesting approval of the above-referenced name which will be a proposed holding company for Putnam State Bank, Palatka, Florida.

Section 655.922, Florida Statutes, exempts a financial institution holding company or its subsidiaries from the prohibition of using the word "bank," "banco," "banque," "banker," "banking," "trust company," "savings and loan association," "savings bank," or "credit union," or words of similar import, in any context or in any manner 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,

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