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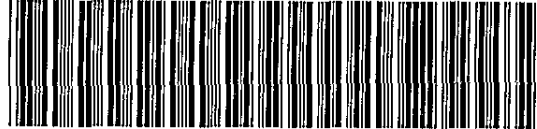
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**INTEROFFICE
COMMUNICATION**



**OFFICE OF FINANCIAL
REGULATION**

DATE: July 20, 2005

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

FROM: Bruce Ricca, Licensing and Chartering

SUBJ: Commerce Bank of Southwest Florida
Fort Myers, Lee 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. Joseph P. Reid, III
Capitol Bancorp Limited
200 Washington Square North
Lansing, Michigan 48933
- (3) One copy to: Mr. Donald R. Gignac
(uncertified) Federal Deposit Insurance Corporation
500 West Monroe
Suite 3500
Chicago, Illinois 60661

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.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION OF
COMMERCE BANK OF SOUTHWEST FLORIDA**

The undersigned, acting as director(s) for the purpose of forming a financial institution corporation in accordance with the Laws of the State of Florida, adopt(s) the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be Commerce Bank of Southwest Florida and its initial place of business shall be at 1520 Royal Palm Square Blvd. Suite 100, in the City of Fort Myers, in the County of Lee and State of Florida. These Articles shall be effective upon JULY 20, 2005

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 One Million One Hundred Thousand (1,100,000) shares. Such shares shall be of a single class and shall have a par value of \$5 per share. The corporation shall begin business with at least \$4,000,000 in paid-in common capital stock to be divided into 800,000 shares. The amount of surplus with which the corporation will begin business will be not less than \$3,640,000, all of which (capital stock and surplus) shall be paid in cash.

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). A majority of the full board of directors may, at any time during the years following the annual meeting of shareholders in which such action has been authorized, increase the number of directors by not more than two and appoint persons to fill resulting vacancies.} The names and street addresses of the first directors of the corporation are:

NAME	STREET ADDRESS
<u>Joseph D. Reid</u>	<u>200 Washington Square North</u> <u>Lansing, MI 48933</u>
<u>Mark L. Morris</u>	<u>1308 Gasparilla Drive</u> <u>Fort Myers, FL 33901</u>
<u>Keith Arnold</u>	<u>14101 River Road</u> <u>Fort Myers, FL 33905</u>
<u>Douglas E. Crist</u>	<u>6170 Whitehills Lake Dr.</u> <u>East Lansing, MI 48823</u>
<u>Katherine G. Dougherty</u>	<u>5430 Brandy Circle</u> <u>Fort Myers, FL 33919</u>
<u>Benjamin C. Few III</u>	<u>5856 Sunnyside Lane</u> <u>Fort Myers, FL 33919</u>
<u>Larry D. Hart</u>	<u>1469 Moreno Avenue</u> <u>Fort Myers, FL 33901</u>

Lewis D. Johns

316 E. Michigan Avenue
Lansing, MI 48933

Michael L. Kasten

8009 Coss Drive
Portage, MI 49002

Richard H. Pritchett III

14350 Duke Highway
Alva, FL 33920

Paul Sands

1201 Westfield Drive
Fort Myers, FL 33919

E. Bruce Strayhorn

11511 Luckett Road Extension
Fort Myers, FL 33905

In witness of the foregoing, the undersigned chairman has executed these Articles of Incorporation this 14th day of July, 2005.

NAME

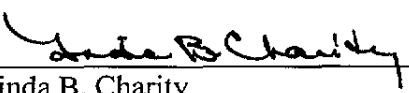
STREET ADDRESS



200 Washington Square North
Lansing, MI 48933

Approved by the Office of Financial Regulation this 19TH day of
JULY, 2005.

Tallahassee, Florida



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