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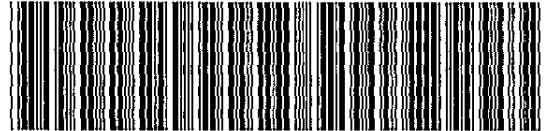
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

05 JUL 27 AM 9:00

FILED

4/27

**INTEROFFICE
COMMUNICATION**



**OFFICE OF FINANCIAL
REGULATION**

DATE: July 27, 2005

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

FROM: Bruce Ricca, Licensing and Chartering

SUBJ: Providence Bank
Winter Haven, Polk 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. Kenneth R. Lehman
1408 North Abingdon Street
Arlington, Virginia 22207
- (3) One copy to: Mr. Tim Rich
(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.

ARTICLES OF INCORPORATION
OF
Providence Bank

FILED
05 JUL 27 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I

The name of the corporation shall be Providence Bank and its initial place of business shall be at 1501 First Street South, in the City of Winter Haven, in the County of Polk and State of Florida. These Articles shall be effective upon filing.

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 120,000. Such shares shall be of a single class and shall have a par value of \$50.00 per share. The corporation shall begin business with at least \$3,162,500 in paid-in common capital stock to be divided into 63,250 shares. The amount of surplus with which the corporation will begin business will be not less than \$3,162,500 and the amount of undivided profits, not less than \$(325,000) all of which (*capital stock, surplus, and undivided profits*) 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). The names and street addresses of the first directors of the corporation are:

<u>Name</u>	<u>Street Address</u>
Barry W. Bennett	106 Ave. F SW , Winter Haven, Florida 33880
John B. Duce	304 Niblick Circle, Winter Haven, Florida 33881
Marcus Faust	17340 Tall Tree Trail, Chagrin Falls, Ohio 44023
Kenneth R. Lehman	1408 N. Abingdon Street, Arlington, Virginia 22207
James C. Morgan	1821 St. James Circle, The Villages, Florida 32162
Gregory D. Moss	54 Regal Court, Babson Park, Florida 33827
Patrick D. Sullivan, M.D.	101 Avenue D N.W., Winter Haven, Florida 33881
Steven R. Wright	106 Campbell Drive SE, Winter Haven, Florida 33884
Rex R. Yentes	328 Niblick Circle, Winter Haven, Florida 33881

ARTICLE VI

In the event the corporation should elect S Corporation status under the Internal Revenue Code, no transfer of shares of the corporation's stock to any person or entity that would destroy such status (a "Disqualifying Transfer") shall be valid unless approved by the affirmative vote of at least 67% of the outstanding shares of stock of the corporation. This restriction shall be noted conspicuously on the back of all of the certificates representing shares of stock in the corporation. The shareholders of the corporation may enter into an agreement that establishes additional restrictions on transfer of shares. Any such shareholders agreement shall be referenced conspicuously on the back of all of the certificates representing shares of stock in the corporation. The corporation shall have the right, by appropriate action of the board of directors, to impose additional restrictions upon the transfer of any shares of its common stock, or any interest therein, from time to time issued, provided that notice of such restrictions shall be set forth upon the face or the back of the certificates representing such shares of stock.

ARTICLE VII

The name and street address of the person signing these Articles of Incorporation as incorporator is Gregory D. Moss.

In witness of the foregoing, the undersigned director(s) have executed these Articles of Incorporation this 21st day of July, 2005.

Gregory D Moss
Gregory D. Moss

STATE OF FLORIDA)
COUNTY OF POLK)

The foregoing instrument was acknowledged before me this 21st day of July 2005, by Gregory D. Moss.



Jackie A. Deck
MY COMMISSION # DD101494 EXPIRES
May 10, 2006
BONDED THRU TROY FAIN INSURANCE, INC.

Jackie A. Deck
Printed Name: JACKIE A. DECK
Notary Public – State of Florida

My Commission Expires: _____

☒ Personally known, or ☐ Produced identification (check correct box)
Type of Identification produced _____

APPROVAL

Approved by the Florida Office of Financial Regulation this 27th day of July, 2005.

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

FILED
05 JUL 27 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA