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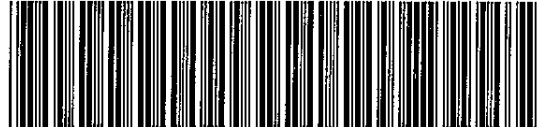
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TALLAHASSEE, FLORIDA

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**INTEROFFICE
COMMUNICATION**



**OFFICE OF FINANCIAL
REGULATION**

DATE: January 11, 2006

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

FROM: Joseph Matthews, Licensing and Chartering

SUBJ: First Bank of the Palm Beaches
West Palm Beach, Palm Beach County
(Proposed New Bank)

Please file the attached Articles of Incorporation for the above-referenced institution, using the DATE OF FILING, as the effective date.

Please make the following distribution of certified copies:

- (1) One copy to: Joseph Matthews
Office of Financial Regulation
Licensing & Chartering
200 East Gaines Street
Tallahassee, FL 32399-0371
- (2) Five copies to: Mr. Greg Manassa
First Bank of the Palm Beaches
415 5th Street
West Palm Beach, Florida 33401
- (3) One copy to: Mr. Tim Flono
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 410-9504.

**ARTICLES OF INCORPORATION
OF
FIRST BANK OF THE PALM BEACHES**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 First Bank of the Palm Beaches and its initial place of business shall be at 415 5th Street, West Palm Beach, Palm Beach County, Florida 33401.

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 \$6,500,000 in paid-in common capital stock to be divided into 1,300,000 shares. The amount of surplus with which the corporation will begin business will be not less than \$6,000,000.

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>
Gail L. Coniglio	1139 N. Ocean Boulevard, Palm Beach, FL 33480
C. Gerald Goldsmith	285 Colonial Lane, Palm Beach, Florida 33480
C. Felix Harvey	901 Dewey Street, Kinston, North Carolina 28501
Neil R. Johnson	1500 Whitewater Creek Road, N.W., Atlanta, Georgia 30327
Michael D. Lehman	18184 128th Trail North, Jupiter, Florida 33478
Gregory A. Manassa	4285 Maggiore Way, West Palm Beach, Florida 33409

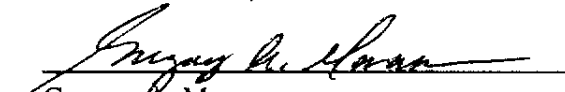
John G. Maus	200 Argyle Road, West Palm Beach, Florida 33405
John B. McCracken	245 Barton Avenue, Palm Beach, Florida 33480
Joseph W. McLeary	250 Emerald Lane, Palm Beach, Florida 33480
Steven J. Myers	3 Peale Drive, West Chester, PA 19382
Bridget R. Moran	257 Dunbar Road, Palm Beach, Florida 33480
John H. Surovek	3518 North Flagler Drive, West Palm Beach, Florida 33407

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

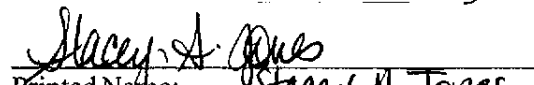
The name and street address of the person signing these Articles of Incorporation as incorporator is Gregory A. Manassa, 415 5th Street, West Palm Beach, Florida 33401.

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 5th day of January, 2006.

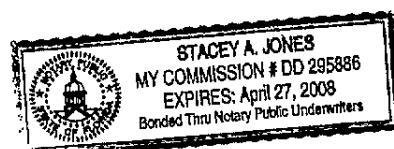

 Gregory A. Manassa

STATE OF FLORIDA)
 COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 5th day of January, 2006, by Gregory A. Manassa.

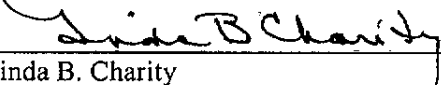

 Printed Name: Stacey A. Jones
 Notary Public - State of Florida at Large

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



Approved by the Florida Office of Financial Regulation this _____ day of _____,
2006.

Tallahassee, Florida



Linda B. Charity
Director, Division of Financial Institutions

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TALLAHASSEE, FLORIDA