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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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Amend & Rest.  
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Tallahassee Office

2457 Care Drive  
Tallahassee, Florida 32308  
~~(850) 878-2411 - Telephone~~  
(850) 878-1230 - Facsimile  
e-mail: [tall@idllaw.biz](mailto:tall@idllaw.biz)

**IGLER** ▽  
**DOUGHERTY**  
ATTORNEYS AT LAW

Tampa Office

500 N. Westshore Blvd, Suite 1010  
Tampa, Florida 33609  
~~(813) 289-1020 - Telephone~~  
(813) 289-1070 - Facsimile  
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REPLY TO TALLAHASSEE OFFICE

May 31, 2007

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**VIA HAND-DELIVERY**

Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

RE: **NorthStar Banking Corporation**

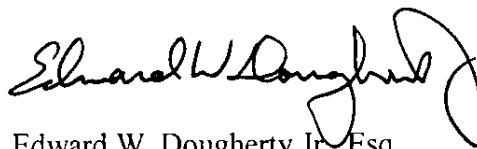
To whom it may concern:

Enclosed, please find the Amended and Restated Articles of Incorporation to be filed on behalf of NorthStar Banking Corporation and a check in the amount of \$70.00 for the filing fee. In the future, any and all correspondence relating to this matter should be sent to our Tallahassee office.

Please do not hesitate to contact our office should you need further information or have any concerns. Thank you in advance for your prompt attention in this matter.

Sincerely,

**IGLER & DOUGHERTY, P.A.**



Edward W. Dougherty Jr., Esq.  
*For the Firm*

EWD:chs

Enclosures

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF NORTHSTAR BANKING CORPORATION**

The undersigned Incorporator, for the purpose of amending and restating the Articles of Incorporation under the Florida General Corporation Act hereby adopts the following Amended and Restated Articles of Incorporation.

**ARTICLE I. NAME**

The name of the corporation is **NORTHSTAR BANKING CORPORATION** ("Corporation").

**ARTICLE II. PRINCIPAL OFFICE**

The initial principal place of business of the Corporation shall be 400 North Ashley Drive, Suite 1400, Tampa, Florida 33602

**ARTICLE III. PURPOSE**

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. Any action required or permitted to be taken by the shareholders of the Corporation may be taken without a meeting, pursuant to the provisions contained in Section 607.0704, Florida Statutes.

**ARTICLE IV. SHARES**

Section 1 - *Classes of Stock*: The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is 10,000,000, consisting of:

- A. 2,500,000 shares of preferred stock, par value one cent (\$0.01) per share ("Preferred Stock"); and
- B. 7,500,000 shares of common stock, par value one cent (\$0.01) per share ("Common Stock"). Each holder of shares of Common Stock shall be entitled to one vote per share.

Section 2 - *Preferred Stock*: The Board of Directors is authorized, subject to any limitations prescribed by law, to provide for the issuance of the shares of Preferred Stock in series, and by filing a certificate pursuant to the applicable laws of the State of Florida (such certificate being hereinafter referred to as a "Preferred Stock Designation"), to establish from time to time the number of shares to be included in each such series and to fix the designation, powers, preferences and rights of the shares of each such series and any qualifications, limitations or restrictions thereof. The number of authorized shares of Preferred Stock may be increased or decreased (but not below the number of shares then outstanding) by the affirmative

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vote of the holders of a majority of the Common Stock, without a vote of the holders of the Preferred Stock, or of any series thereof, unless a vote of any such holders is required pursuant to the terms of any Preferred Stock Designation.

#### **ARTICLE V. INITIAL OFFICERS/DIRECTORS**

The number of directors may be increased or diminished from time to time pursuant to the Bylaws of the Corporation, but shall not be less than one nor more than fifteen. The following are the names and residences of the persons appointed to act as directors until their successors are elected and qualified:

H. Monty Weigel, 6451 Renwick Circle, Tampa, Florida 33647  
Simone Gans Barefield, 7445 Quail Meadow Road, Plant City, Florida 33565  
John Hashagen, 6624 Taeda Drive, Sarasota, Florida 34241  
Kiran Patel, 11609 Carrollwood Drive, Tampa, Florida 33618  
Pareshbhai Patel (Paresh), 1520 Gulf Boulevard, #1706, Clearwater, Florida 33767  
Gregory Politis, 965 S. Bayshore Boulevard, S. Harbor, Florida 34695  
Francisco Juan Sanchez (Frank), 1106 W. Coral Street, Tampa, Florida 33602  
Pablo Santa Cruz, 2216 Windsong Court, Safety Harbor, Florida 34695  
Martin Traber, 2413 Bayshore Boulevard, Unit 1904, Tampa, Florida 33629  
Gene Marshall, 3779 Wellington Parkway, Palm Harbor, Florida 34685  
Robert Todd Earnest, 7186 Darlington St., Englewood, Florida 34224  
John H. Sykes, 901 S. Newport Avenue, Tampa, Florida 33606

#### **ARTICLE VI. REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501, Florida Statutes the name and address of the registered agent is: Iglar & Dougherty, P.A. 2457 Care Drive, Tallahassee, Florida 32308

#### **ARTICLE VII. INCORPORATOR**

The name and street address of the Incorporator to these Articles of Incorporation is H. Monty Weigel, 6451 Renwick Circle, Tampa, Florida 33647.

#### **ARTICLE VIII. TERM OF EXISTENCE**

The existence of the Corporation shall be perpetual.

#### **ARTICLE IX. TELEPHONE CONFERENCE**

Members of the Board of Directors or of any Executive Committee thereof shall be deemed present at a meeting of such Board or Committee if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time is used.

**ARTICLE X. AMENDMENTS**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, or proposed by the Board of Directors to the stockholders and approved either at a stockholders' meeting by the affirmative vote of the holders of a majority of the shares entitled to vote thereon or by written consent of all stockholders.

**ARTICLE XII. BYLAWS**

The initial Bylaws of the Corporation shall be adopted by vote of the Board of Directors of the Corporation. Thereafter, the Bylaws of the Corporation may be amended, modified or repealed as provided by the Bylaws.

These Amended and Restated Articles of Incorporation are adopted as of May 29, 2007, and as of this date, no shares of the corporation have been issued.

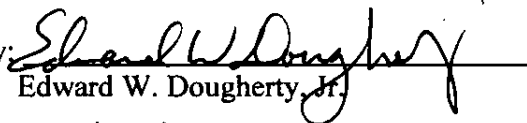
**IN WITNESS WHEREOF**, the undersigned Incorporator executed these Amended and Restated Articles of Incorporation on this 29 day of May, 2007.

**NORTHSTAR BANKING CORPORATION**

  
H. Monty Weigel, Incorporator

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:   
Edward W. Dougherty, Jr.

Date: 5/31/07