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**INTEROFFICE
COMMUNICATION**



**OFFICE OF FINANCIAL
REGULATION**

DATE: June 23, 2006

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

FROM: Bruce Ricca, Licensing and Chartering

SUBJ: American Momentum Bank
Tampa, Hillsborough 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 ^{photo} copy to: Bruce Ricca
Office of Financial Regulation
Licensing & Chartering
200 East Gaines Street
Tallahassee, FL 32399-0371
- (2) Two ^{CC's} copies to: Mr. John P. Greeley
Smith Mackinnon, P. A.
Post Office Box 2254
Orlando, Florida 32802-2254
- (3) One ^{MS} copy to: Ms. Edye Fulcher
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
AMERICAN MOMENTUM BANK**

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as directors for the purpose of forming a financial institution 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 American Momentum Bank and its initial place of business shall be at 4830 West Kennedy Boulevard, Suite 200, Tampa, Hillsborough County, Florida 33609.

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 50,000,000. 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 \$50,375,000 in paid-in common capital stock to be divided into 10,075,000 shares. The amount of surplus with which the corporation will begin business will be not less than \$49,625,000, all of which (capital stock and surplus) shall be paid in cash.

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, a pro rata portion (based on each shareholder's proportionate ownership of common stock of the corporation) of any stock of any class that the corporation may issue or sell, at the price at which such stock is issued or sold. The board of directors of the corporation shall have the power to prescribe a reasonable period of time within which such preemptive rights must be exercised. Notwithstanding the foregoing, shareholders shall not have any preemptive rights to purchase or subscribe for, or receive a right or rights to purchase or subscribe for, (a) stock issued as compensation to directors, officers, agents, or employees of the corporation, its subsidiaries, or affiliates; (b) stock issued to satisfy option rights created to provide compensation to directors, officers, agents, or employees of the corporation, its subsidiaries, or affiliates; and (c) stock issued in connection with the acquisition of another financial institution or entity.

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>
Donald A. Adam	14040 S.W. 20 th Avenue Road, Ocala, Florida 34473
Phillip D. Adams	3000 Briarcrest Drive, Suite 508, Bryan, Texas 77802
Lee E. Arnold, Jr.	17757 US 19 North, Suite 275, Clearwater, Florida 33764
Dick J. Batchelor	201 South Orange Avenue, Suite 960, Orlando, Florida 32801
Samuel A. Davis, II	6002 Umber Street, Arvada, Colorado 80403
Judy L. Genshaft	15603 Cheswick Court, Tampa, Florida 33647
John R. Mills	8925 Sadler Avenue, Mt. Dora, Florida 32757
James H. Pugh, Jr.	359 Carolina Avenue, Winter Park, Florida 32789
Mel Sembler	5858 Central Avenue, St. Peterburg, Florida 33707
Allen S. Weiss	350 7 th Street North, Naples, Florida 34102
James L. Wolfe	1111 Briarcrest Drive, Suite 300, Bryan, Texas 77802

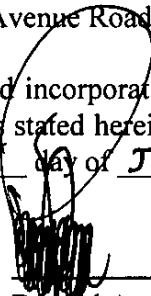
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TALLAHASSEE, FLORIDA

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 Donald A. Adam, 14040 S.W. 20th Avenue Road, Ocala, Florida 34473.

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 15 day of JUNE, 2006.


Donald A. Adam

STATE OF FLORIDA)
COUNTY OF HILLSBOROUGH)

The foregoing instrument was acknowledged before me this 15th day of JUNE,
2006, by Donald A. Adam.



Anita G. Mandicott
Printed Name: ANITA G. MANDICOTT
Notary Public - State of Florida at Large

Personally known ☐ or Produced Identification ☒

Type of Identification Produced TEXAS DRIVER LICENSE

Approved by the Florida Office of Financial Regulation this 22ND day of JUNE,
2006.

Tallahassee, Florida

Linda B. Charity

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA