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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
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TALLAHASSEE, FLORIDA

J. Shivers JUN 26 2006

Wier & Dougherty PA
Requester's Name
2457 Core Drive
Address
Toll # 878-2411
City/State/Zip Phone #

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Pinnacle Bank Holding Company, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☒ Walk in ☐ Pick up time ☒ Certified Copy
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NEW FILINGS

- ☒ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

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TALLAHASSEE, FLORIDA
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Examiner's Initials



OFFICE OF FINANCIAL REGULATION

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FINANCIAL SERVICES
COMMISSION

JEB BUSH
GOVERNOR

TOM GALLAGHER
CHIEF FINANCIAL OFFICER

CHARLIE CRIST
ATTORNEY GENERAL

CHARLES BRONSON
COMMISSIONER OF
AGRICULTURE

June 23, 2006

Richard Pearlman, Esquire
Igler & Dougherty, P.A.
2457 Care Drive
Tallahassee, Florida 32308

Re: Pinnacle Bank Holding Company, Inc.

Dear Mr. Pearlman:

Reference is made to your recent letter/fax requesting approval of the above-referenced name which will be a proposed one bank holding company for Pinnacle Bank, which is located in Orange City, Florida.

Section 655.922, Florida Statutes, exempts a financial institution, holding company or its subsidiaries from the prohibition of using the word "bank," "banc," "banque," "banker," "banking," "trust company," "savings and loan association," "savings bank," or "credit union" in its corporate name.

Therefore, this Office will not object to the use of the above referenced name being registered to transact business in the state of Florida. However, if the proposed bank holding company is not organized, we will require that the corporation be dissolved.

Sincerely,

A handwritten signature in cursive script that reads "Linda B. Charity".

Linda B. Charity
Director

LBC:ker

cc: Karon Beyer, Chief, Bureau of Commercial Recordings, Division of Corporations,
Department of State

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
PINNACLE BANK HOLDING COMPANY, INC.**

The undersigned Incorporator of Pinnacle Bank Holding Company, Inc., hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be Pinnacle Bank Holding Company, Inc. ("Corporation"). Its initial place of business shall be 1113 Saxon Boulevard, Orange City, Florida 32763, or at such other place as the Board of Directors shall designate.

ARTICLE II

The general nature of the business to be transacted by the Corporation shall be that of a bank holding company and any other businesses permitted under the laws of the United States of America and the State of Florida.

ARTICLE III

The total number of shares authorized to be issued by the corporation shall be 10,000,000. Such shares shall be divided into 8,000,000 shares of common stock, par value \$0.01 per share, and 2,000,000 shares of undesignated preferred stock.

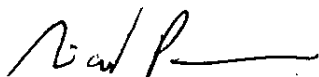
ARTICLE IV

The term for which said Corporation shall exist shall be perpetual.

ARTICLE V

The number of directors shall not be fewer than five. A majority of the full board of directors may, at any time during the year following the annual meeting of shareholders in which such action has been authorized, increase the number of directors by not more than two directors, and appoint persons to fill resulting vacancies. The initial directors shall be Raymond A. Biernacki, Jr., James E. Gardner, James D. Houck, Betty W. Kelly, CPA, and Stephen S. Spore, M.D.

In witness of the foregoing, the undersigned Incorporator executed these Articles of Incorporation this 23rd day of June, 2006.



Richard Pearlman, Incorporator

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**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

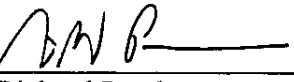
Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the Laws of the State of Florida, submits the following statement in designating the Registered Office/Registered Agent, in the State of Florida.

1. The name of the corporation is: PINNACLE BANK HOLDING COMPANY, INC.
2. The name and address of the registered agent and office is:

Igler & Dougherty, P.A.
2457 Care Drive
Tallahassee, Florida 32308

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: 
Richard Pearlman

Date: June 23, 2006

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