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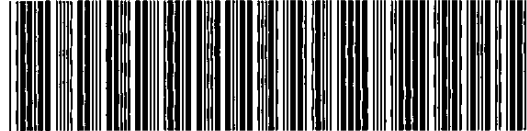
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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6/27

**INTEROFFICE
COMMUNICATION**



**OFFICE OF FINANCIAL
REGULATION**

DATE: June 26, 2006

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

FROM: Bruce Ricca, Licensing and Chartering

SUBJ: Hillcrest Bank Florida
Naples, Collier 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 ^{cert} copy to:

Bruce Ricca
Office of Financial Regulation
Licensing & Chartering
200 East Gaines Street
Tallahassee, FL 32399-0371

(2) Two ^{cert} copies to:

Mr. John P. Greeley
Smith Mackinnon, P. A.
Post Office Box 2254
Orlando, Florida 32802-2254

(3) One copy to:
(uncertified)

Mr. Byron P. Lange
Federal Deposit Insurance Corporation
2345 Grand Boulevard, Suite 1200
Kansas City, Missouri 64108

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.

SMITH MACKINNON, PA

PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

SUITE 800
CITRUS CENTER
255 SOUTH ORANGE AVENUE
ORLANDO, FLORIDA 32801

POST OFFICE BOX 2254
ORLANDO, FLORIDA 32802-2254

TELEPHONE (407) 843-7300
FACSIMILE (407) 843-2448
E-MAIL: JPG7300@AOL.COM

JOHN P. GREELEY

June 16, 2006

Via Federal Express

Mr. Bruce Ricca
Florida Office of Financial Regulation
Division of Banking, Fletcher Building
200 East Gaines Street
Tallahassee, FL 32399-0371

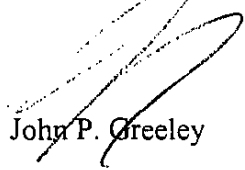
Re: Hillcrest Bank Florida (In Organization)
Naples, Collier County, Florida

Dear Mr. Ricca:

Enclosed is an original and three copies of Articles of Incorporation for Hillcrest Bank Florida. Also enclosed is a check in the amount of \$61.25 to cover the cost of the filing fee and three certified copies.

If you have any questions regarding the enclosed, please call me at your convenience. Thank you for your assistance.

Very truly yours,


John P. Greeley

JPG:erw

Enclosures

Copy to: Ronald A. Rucker
President and Chief Executive Officer
Hillcrest Bank Florida (In Organization)

**ARTICLES OF INCORPORATION
OF
HILLCREST BANK FLORIDA**

FILED
06 JUN 27 PM 2:03
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 Hillcrest Bank Florida and its initial place of business shall be 5325 Airport Road, Naples, Florida 34109.

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 3,300,000. 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 \$8,250,000 in paid-in common capital stock to be divided into 1,650,000 shares. The amount of surplus with which the corporation will begin business will be not less than \$7,750,000.

ARTICLE IV

The term for which said corporation shall exist shall be perpetual unless terminated pursuant to the Florida Financial Institutions Codes.

ARTICLE V

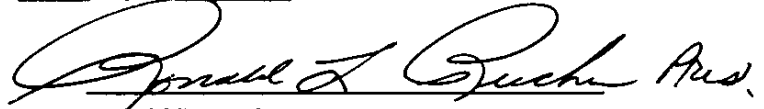
The number of directors shall not be fewer than five (5). A majority of the full board of directors may, at any time during the years following the annual meeting of shareholders in which such action has been authorized, increase the number of directors by not more than two and appoint persons to fill resulting vacancies. The names and street addresses of the first directors of the corporation are:

<u>Name</u>	<u>Street Address</u>
Joel L. Bayer	701 S. Wells #2404, Chicago, IL 60607
Irwin Blitt	3522 W. 89 th Street, Shawnee, KS 66206
Vern Davidson	24 Casa Mar Lane, Naples, FL 34103
Jack N. Fingersh	8231 Bay Colony Drive, Naples, FL 34108
John Jordon	8111 Bay Colony Drive, #603-604, Naples, FL 34108
Robert O. Morantz, M.D.	3971 Gulf Shore Blvd. North, Apt. 1802, Naples, FL 34103
Ronald L. Rucker	72 Cypress Point Drive, Naples, FL 34105

ARTICLE VI

The name and street address of the person signing these Articles of Incorporation as incorporator is Ronald L. Rucker, 72 Cypress Point Drive, Naples, FL 34105.

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 subscribe thereto and hereunto set his hand and seal this 13 day of JUNE, A.D. 2006.

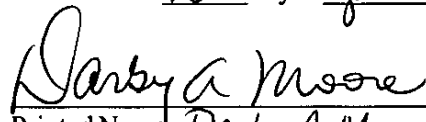

 Ronald L. Rucker

STATE OF FLORIDA)
 COUNTY OF COLLIER)

The foregoing instrument was acknowledged before me this 13th day of June, 2006, by Ronald L. Rucker.



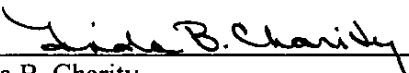
DARBY A. MOORE
 NOTARY PUBLIC - STATE OF FLORIDA
 COMMISSION # DD219440
 EXPIRES 06/19/2007
 BONDED THRU 1-888-NOTARY1


 Printed Name: Darby A. Moore
 Notary Public - State of Florida at Large

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

APPROVAL

Approved by the Department of Banking and Finance this 22ND day of JUNE,
2006.



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

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06 JUN 27 PM 2:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA