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(Requestor's Name)

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(Address)

(Address)

(City/State/Zip/Phone #)

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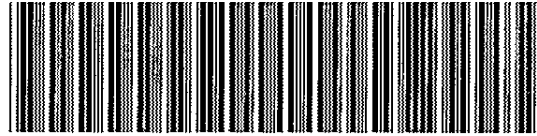
(Business Entity Name)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

18/09

**INTEROFFICE  
COMMUNICATION**



**OFFICE OF FINANCIAL  
REGULATION**

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**DATE:** August 8, 2006

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

**FROM:** Bruce Ricca, *Licensing and Chartering*

**SUBJ:** Bank of North Florida  
Jacksonville, Duval County, Florida  
(Proposed New Bank)

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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: Bruce Ricca  
Office of Financial Regulation  
Licensing & Chartering  
200 East Gaines Street  
Tallahassee, FL 32399-0371
- (2) Two copies to: Mr. John P. Greeley  
Smith Mackinnon, P. A.  
Post Office Box 2254  
Orlando, Florida 32802-2254
- (3) One copy to: Mr. Tim Flono  
(uncertified) 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.

**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](mailto:JPG7300@AOL.COM)

JOHN P. GREELEY

July 27, 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: Bank of North Florida (In Organization)  
Jacksonville, Duval County, Florida

RECEIVED  
DEPT OF FINANCIAL SERVICES  
STATE OF FLORIDA  
06 JUL 28 AM 8:56  
CASHIER'S OFFICE

Dear Mr. Ricca:

Enclosed is an original and three copies of Articles of Incorporation for Bank of North 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: J. Stewart Baker, III  
President and Chief Executive Officer  
Bank of North Florida (In Organization)

Dictated by Mr. Greeley and signed  
in his absence to avoid delay

**ARTICLES OF INCORPORATION  
OF  
BANK OF NORTH FLORIDA**

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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 Bank of North Florida and its initial place of business shall be at 135 West Bay Street, Jacksonville, Duval County, Florida 32202.

**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 2,000,000. 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 \$6,600,000 in paid-in common capital stock to be divided into 1,320,000 shares. The amount of surplus with which the corporation will begin business will be not less than \$6,400,000.

**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>
J. Stewart Baker, III	1007 Elder Lane, Jacksonville, Florida 32224
John R. Byers	3840 Fenwick Island Drive, Jacksonville, Florida 32224
Joseph L. Caballero	9706 Hidden Cove Court, Tampa, Florida 33618
K. C. Caldabaugh	108 Southbridge Way, Ponte Vedra Beach, Florida 32802
Robert P. Crouch	4448 Worth Drive West, Jacksonville, Florida 32207
Thomas E. Gibbs	2681 Holly Point Road East, Orange Park, Florida 32073

Anthony F. Gonzalez  
Luciano L. Prida, Jr.  
Robert Rothman  
E. Ellis Zahra, Jr.

11104 Winthrop Way, Tampa, Florida 33612  
5903 North Rome Avenue, Tampa, Florida 33604  
6320 MacLaurin Drive, Tampa, Florida 33647  
824 Mapleton Terrace, Jacksonville, Florida 32207

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 J. Stewart Baker, III, 1007 Elder Lane, Jacksonville, Florida 32224.

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 26 day of July, 2006.

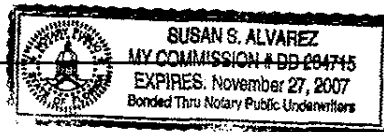
  
J. Stewart Baker, III

STATE OF FLORIDA       )  
COUNTY OF DUVAL     )

The foregoing instrument was acknowledged before me this 26 day of July, 2006, by J. Stewart Baker, III.

  
Printed Name: Susan S. Alvarez  
Notary Public - State of Florida at Large

Personally known ☐ or Produced Identification ☐  
Type of Identification Produced \_\_\_\_\_



2006. Approved by the Florida Office of Financial Regulation this 7TH day of AUGUST,  
Tallahassee, Florida

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

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AUG - 8 AM 11:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Approved by the Florida Office of Financial Regulation this 7TH day of AUGUST,  
2006.

Tallahassee, Florida



Linda B. Charity, Director  
Division of Financial Institutions

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TALLAHASSEE, FLORIDA