

**INTEROFFICE
COMMUNICATION**



**OFFICE OF FINANCIAL
REGULATION**

DATE: September 1, 2006

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

FROM: Bruce Ricca, Licensing and Chartering

SUBJ: Insignia Bank
Sarasota, Sarasota County, Florida
(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 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.
P. O. Box 2254
Orlando, Florida 32802-2254
- (3) One copy to:
(uncertified) Ms. Charmion Haley
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
INSIGNIA BANK

FILED

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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.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation shall be Insignia Bank and its initial place of business shall be at 333 North Orange Avenue, Sarasota, Florida 34236.

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 5,000,000. 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 \$8,600,000 in paid-in common capital stock to be divided into 1,720,000 shares. The amount of surplus with which the corporation will begin business will be not less than \$8,040,000.

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>
Charles G. Brown, III	3766 Eagle Hammock Drive, Sarasota, Florida 34240
Timothy J. Clarke	1610 Harbor Cay Lane, Longboat Key, Florida 34228
Leon R. De Lieto	4451 Charles Lane, Sarasota, Florida 34234
Harvey L. Glick	6736 Lakeside Circle East, Worthington, Ohio 43085
Cheryl M. Loeffler	415 L'Ambiance Drive, #203, Longboat Key, Florida 34228
Sam D. Norton	4648 Stone Ridge Trail, Sarasota, Florida 34332
Michael R. Pender	209 24 th Street West, Bradenton, Florida 34209

Donald R. Shackelford 5750 Clark State Road, Gahanna, Ohio 43230

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 Charles G. Brown, III, 3766 Eagle Hammock Drive, Sarasota, Florida 34240.

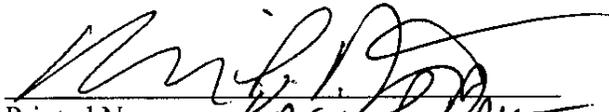
In witness of the foregoing, the undersigned incorporator has executed these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets his hand and seal this 18 day of AUGUST, 2006.


Charles G. Brown, III

STATE OF FLORIDA)
COUNTY OF SARASOTA)

The foregoing instrument was acknowledged before me this 18th day of August, 2006, by Charles G. Brown, III.

 Kevin P Daut
My Commission DD308757
Expires April 08, 2008

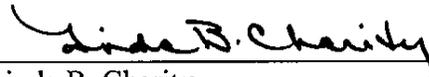

Printed Name: Kevin P. Daut
Notary Public - State of Florida at Large

Personally known or Produced Identification
Type of Identification Produced _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Approved by the Florida Office of Financial Regulation this 1ST day of September, 2006.

Tallahassee, Florida



Linda B. Charity
Director, Division of Financial Institutions

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA