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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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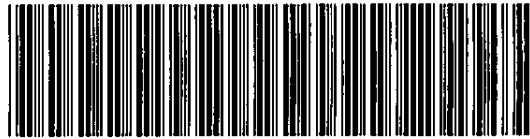
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WSP
2/16/07

SMITH MACKINNON, PA

PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

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

JOHN P. GREELEY

POST OFFICE BOX 2254
ORLANDO, FLORIDA 32802-2254

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

February 8, 2007

Via Federal Express

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

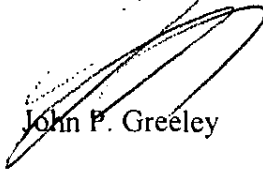
Re: CNLBank, Southwest Florida (In Organization)
Bonita Springs, Lee County, Florida

Dear Mr. Matthews:

Enclosed is an original and three copies of Articles of Incorporation for CNLBank, Southwest Florida. Also enclosed is a check in the amount of \$61.25 for 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: Richard L. Garner
Chairman and Chief Executive Officer
CNLBank, Southwest Florida (In Organization)

RECEIVED
DEPT OF FINANCIAL SERVICES
STATE OF FLORIDA
07 FEB -9 AM 10:23
CASHIER'S OFFICE

*Copy & back up
to Joe Matthews
2/13/07
Kc*

**INTEROFFICE
COMMUNICATION**



**OFFICE OF FINANCIAL
REGULATION**

DATE: February 16, 2007

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

FROM: Joseph Matthews, Licensing and Chartering

SUBJ: CNLBank, Southwest Florida
Bonita Springs, Lee 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: Joseph Matthews
Office of Financial Regulation
Licensing & Chartering
200 East Gaines Street
Tallahassee, FL 32399-0371
- (2) Two copies to: Mr. Richard L. Garner
9124 Bonita Beach Road
Bonita Springs, Florida 34135
- (1) One copy to: Ms. Charmion Haley
~~(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 410-9504.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
CNLBANK, SOUTHWEST 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 CNLBank, Southwest Florida and its initial place of business shall be at 9124 Bonita Beach Road, Bonita Springs, FL 34135.

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 4,000,000. 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 \$10,000,000 in paid-in common capital stock to be divided into 2,000,000 shares. The amount of surplus with which the corporation will begin business will be not less than \$9,560,000.

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>
Frederick T. Barber, III	42 9 th Street, Bonita Springs, FL 34134
Gerald T. Berry	367 Ridge Drive, Naples, FL 34108
Richard L. Garner	4090 Marshview Court, Bonita Springs, FL 34134
Dennis E. Gilkey	27850 Riverwalk Way, Bonita Springs, FL 34134
Clark D. Jensen	641 Hickory Road, Naples, FL 34108

G. Donald Thomson, Jr.
Joel E. Whittenhall

27620 Kent Road, Bonita, FL 34135
800 Hidden Harbour Drive, Naples, FL 34109

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

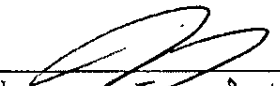
The name and street address of the person signing these Articles of Incorporation as incorporator is Richard L. Garner, 4090 Marshview Court, Bonita Springs, FL 34134.

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 7th day of February, 2007.

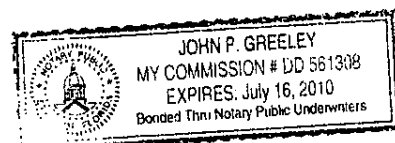

Richard L. Garner

STATE OF FLORIDA)
COUNTY OF LEE)

The foregoing instrument was acknowledged before me this 7th day of February, 2007, by Richard L. Garner.

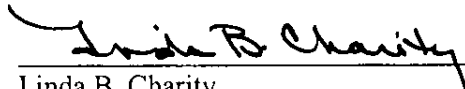

Printed Name: John P. Greeley
Notary Public - State of Florida at Large

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



APPROVAL

Approved by the Florida Office of Financial Regulation this 16th day of February,
2007.



Linda B. Charity
Director, Division of Financial Institutions

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**