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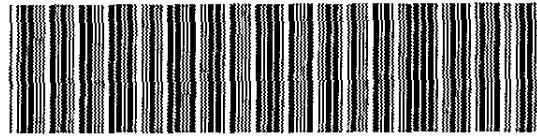
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**INTEROFFICE
COMMUNICATION**



**OFFICE OF FINANCIAL
REGULATION**

DATE: May 24, 2007

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

FROM: Bruce Ricca, Licensing and Chartering

SUBJ: Shamrock Bank of Florida
Naples, Collier County, Florida
(Proposed New Bank)

Please file the attached Articles of Incorporation for the above-referenced institution, using MAY 24, 2007, 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) One copies to: Mr. John P. Greeley
Smith Mackinnon , P. A.
P. O. Box 2254
Orlando, Florida 32802-2254
- (3) One copy to: Mr. Jeff Povlak
(☒certified) Federal Deposit Insurance Corporation
10 Tenth Street, N. E.
Suite 800
Atlanta, Georgia 30309-3906

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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
SHAMROCK BANK OF FLORIDA**

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The undersigned, acting as Incorporator for the purpose of forming a corporation under and by virtue of the Laws of the State of Florida, adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be Shamrock Bank of Florida ("Bank"). Its initial place of business shall be at 895 5th Avenue South, Naples, Florida, 34102, 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 Bank 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, which regulate the organization, powers, and management of banking corporations.

ARTICLE III

The total number of shares authorized to be issued by the Bank shall be 15,000,000. Such shares shall be of a single class and shall have a par value of \$5.00 per share. The Bank shall begin business with at least \$10,000,000 in paid-in common capital stock to be divided into 2,025,000 shares. The amount of surplus with which the Bank will begin business will be not less than \$9,250,000, all of which (capital stock and surplus) shall be paid in cash.

ARTICLE IV

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

ARTICLE V

Section 1 – Number of Directors: The Board of Directors of the Bank shall be comprised of not less than five (5) directors. A majority of the full Board of Directors or of the shareholders may, at any time during the year following the annual meeting of shareholders, increase the number of directors by not more than two directors, and appoint persons to fill the resulting vacancies.

Section 2 – Election and Term: Directors shall be elected by a plurality of the votes cast by the shares entitled to vote in the election at a meeting at which a quorum is present. The term of the initial directors of the Bank expires at the first shareholders' meeting at which directors are elected.

Section 3 – Classes: At the initial meeting of the Bank's shareholders, the directors shall be divided into three classes, as nearly equal in number as possible, with the term of office of the first class to expire at the 2010 annual meeting of shareholders, the term of office of the second class to

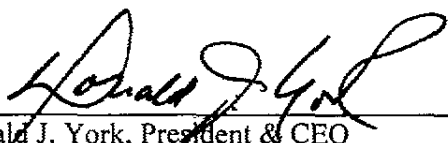
expire at the 2009 annual meeting of shareholders, and the term of office of the third class to expire at the 2008 annual meeting of shareholders, and with each class to hold office until its successors are elected and qualified. At each annual meeting of shareholders following such initial classification and election, directors elected to succeed those directors whose terms expire shall be elected for a term of office to expire at the third succeeding annual meeting of shareholders after their election.

Section 4 – Vacancies: Newly created directorships resulting from any increase in the authorized number of directors or any vacancies in the Board of Directors resulting from death, resignation, retirement, disqualification, removal from office or other cause may be filled only by a majority vote of the directors then in office, though less than a quorum. Directors so chosen shall hold office for a term expiring at the next Annual Meeting of Shareholders. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director.

Section 5 – Initial Directors: The names and addresses of each of the first directors of the Bank are:

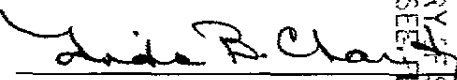
<u>Name</u>	<u>Address</u>
Richard L. Copeland	Naples, Florida
Louis R. DePrisco	Naples, Florida
Timothy N. Kaiser, M.D.	Naples, Florida
Thomas S. Monaghan	Naples, Florida
Paul R. Roney	Ann Arbor, Michigan
Timothy D. Toole	Naples, Florida
Clay O. Winfield	Naples, Florida
Donald J. York	Naples, Florida

IN WITNESS OF THE FOREGOING, the undersigned Incorporator executed these Articles of Incorporation, this 18th day of May, 2007.


Donald J. York, President & CEO
Shamrock Bank of Florida

Articles of Incorporation of Shamrock Bank of Florida approved by the Florida Office of Financial Regulation, this 23RD day of MAY, 2007.

Tallahassee, Florida


Linda B. Charity, Director
Office of Financial Regulation

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