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TALLAHASSEE, FLORIDA

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**INTEROFFICE
COMMUNICATION**



**OFFICE OF FINANCIAL
REGULATION**

DATE: June 1, 2007

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

FROM: Bruce Ricca, Licensing and Chartering

SUBJ: NorthStar Bank
Tampa, Hillsborough County, Florida
(Proposed New Bank)

Please file the attached Articles of Incorporation for the above-referenced institution, using JUNE 1, 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) Two copies to: Mr. Edward Dougherty
Iglar & Dougherty, P. A.
2457 Care Drive
Tallahassee, Florida 32308
- (3) One copy to: Ms. Edye Fulcher
(uncertified) 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
NORTHSTAR BANK**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, Edward W. Dougherty, Jr., a natural person competent to contract, hereby presents these Articles of Incorporation for the formation of a corporation under the provisions of Chapter 607, *Florida Statutes*.

ARTICLE I – NAME

The name of this corporation is NORTHSTAR BANK (the "Corporation").

ARTICLE II – INITIAL OFFICE

The address of the Initial office of the Corporation is 400 North Ashley Drive, Tampa, Florida 33602, or such other place within the State of Florida as the Board of Directors may designate.

ARTICLE III – PURPOSE

The general nature of the business to be transacted by the Corporation shall be that of a commercial banking business with all rights, powers and privileges granted and conferred by the Florida Financial Institutions Codes, relating to the organization, powers and management of banking corporations.

ARTICLE IV – CAPITAL STOCK

The total number of shares authorized to be issued by the Corporation is ten million (10,000,000) shares of common stock, par value five dollars (\$5.00) per share ("Common Stock"), which shall be a single class. The Corporation shall begin business with at least \$7,125,000 of paid-in capital, to be derived from the issuance of one million four hundred twenty five thousand (1,425,000) shares of Common Stock. The initial capital surplus with which the Corporation will begin business will not be less than \$6,145,000, all of which (capital stock and surplus) shall be paid in cash.

ARTICLE V – PREEMPTIVE RIGHTS

The Corporation elects to not have preemptive rights as set forth in Section 607.0630, *Florida Statutes*.

ARTICLE VI – TERM OF EXISTENCE

The Corporation shall have perpetual existence unless terminated pursuant to the Florida Financial Institutions Codes.

ARTICLE VII – BOARD OF DIRECTORS

The Board of Directors of the Corporation shall be of one class and comprised of not less than five (5) nor more than twenty five (25) directors and shall be fixed from time to time exclusively by the Board of Directors pursuant to a resolution adopted by a majority of the full Board. The Board of Directors is authorized to increase the number of directors by no more than two (2) and to immediately appoint persons to fill the new director positions until the next Annual Meeting of Shareholders, at which meeting the new director positions shall be filled by persons elected by the shareholders of the Corporation to increase the number of directors in accordance with the Bylaws of the Corporation. The names and street addresses of the first directors of the Corporation are:

Simone Gans Barefield, 7445 Quail Meadow Road, Plant City, Florida 33565
John Hashagen, 6624 Taeda Drive, Sarasota, Florida 34241
Kiran Patel, 11609 Carrollwood Drive, Tampa, Florida 33618
Pareshbhai Patel (Paresh), 1520 Gulf Boulevard, #1706, Clearwater, Florida 33767
Gregory Politis, 1520 Gulf Boulevard, #1706, S. Harbor, Florida 34695
Francisco Juan Sanchez (Frank), 1106 W. Coral Street, Tampa, Florida 33602
Pablo Santa Cruz, 2216 Windsong Court, Safety Harbor, Florida 34695
Martin Traber, 2413 Bayshore Boulevard, Unit 1904, Tampa, Florida 33629
Gene Marshall, 3779 Wellington Parkway, Palm Harbor, Florida 34685
H. Monty Weigel, 12125 Lexington Park Drive #307, Tampa, Florida 33626

ARTICLE VIII – INCORPORATOR

The name and address of the person signing these Articles are:

Edward W. Dougherty, Jr.
c/o Iglar & Dougherty, P.A.
2457 Care Drive
Tallahassee, Florida 32308

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TALLAHASSEE, FLORIDA

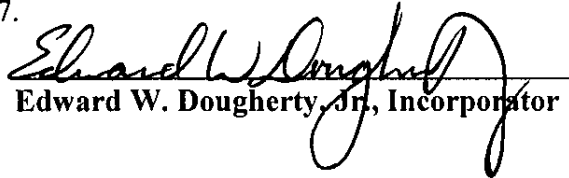
ARTICLE IX – COMMENCEMENT OF CORPORATE EXISTENCE

The date for commencement of the Corporation's existence shall be the date these Articles of Incorporation are filed with the Florida Secretary of State.

ARTICLE X – AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation; *provided, however*, if any bylaw of the corporation specifically provides that such bylaw may be amended only by a supermajority vote of the stockholders of the Corporation, then such bylaw may only be amended or repealed by such supermajority vote of the stockholders.

IN WITNESS OF THE FOREGOING, the undersigned has executed these Articles of Incorporation this 29th day of May, 2007.


Edward W. Dougherty, Jr., Incorporator

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TALLAHASSEE, FLORIDA

**APPROVAL FROM
FLORIDA OFFICE OF FINANCIAL REGULATION**

The Articles of Incorporation of **NORTHSTAR BANK** are hereby approved by the Office of Financial Regulation this 1ST day of JUNE, 2007.

Tallahassee, Florida


Linda B. Charity, *Director*
Office of Financial Regulation

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TALLAHASSEE, FLORIDA