

**INTEROFFICE
COMMUNICATION**



**OFFICE OF FINANCIAL
REGULATION**

DATE: June 14, 2007

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

FROM: Joseph Matthews, Licensing and Chartering

SUBJ: ProBank
Tallahassee, Leon 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) One copy to: Mr. Herbert D. Haughton
Igler & Dougherty, P.A.
2457 Care Drive
Tallahassee, Florida 32308
- (3) 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.

APPROVED
AND
FILED

07 JUN 15 AM 8:36

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF PROBANK

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 ProBank ("Bank"). Its initial place of business shall be 536 North Monroe Street, Tallahassee, Florida, 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 5,000,000. 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 \$4,750,000 in paid-in common capital stock to be divided into 950,000 shares. The amount of surplus with which the Bank will begin business will be not less than \$4,250,000, 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

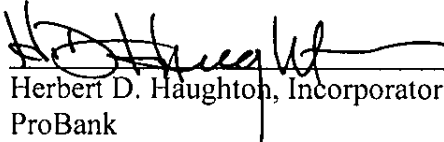
The Board of Directors of the Bank shall be comprised of not less than five (5) nor more than fifteen (15) directors and shall be fixed from time to time exclusively by the Board of Directors pursuant to a resolution adopted by a majority of the Full Board as set forth in the Bank's Bylaws. The Board of Directors is authorized to increase the number of directors by no more than two 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 voting power of all the then-outstanding shares of capital stock of the Bank entitled to vote generally in the election of directors, voting together as a single class.

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 either by a majority vote of the shareholders, or in the event the shareholders elect not to fill such vacancies, then 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.

The names and addresses of each of the first directors of the Bank are:

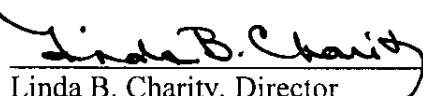
Name	Street Address
Kathleen Atkins-Gunter	1117 Savannah Trace Tallahassee, Florida 32312
Edward W. Dougherty, Jr.	5414 Ashton Court Tallahassee, Florida 32317
Javier I. Escobar, II, M.D.	420 Plantation Road Tallahassee, Florida 32303
Michael W. Forsthoefel, M.D.	437 Audubon Drive Tallahassee, Florida 32312
Roger K. Hobbs	3823 East Millers Bridge Road Tallahassee, Florida 32312
Allen R. Moayad	8104 Lanternlight Road Tallahassee, Florida 32312
Thomas E. Napier	2927 Huntington Drive Tallahassee, Florida 32308
B. Bryan Robinson	1771 Newman Lane Tallahassee, Florida 32312
Peter S. Rosen	423 All Saints Tallahassee, Florida 32303
James S. Sauls	3371 E. Lakeshore Drive Tallahassee, Florida 32312
Josh R. Simmons, M.D.	608 South Ride Tallahassee, Florida 32303
M. Steven Turner	2821 Cline Street
Arthur P. Wimberley	610 East 6 th Avenue Tallahassee, Florida 32303

IN WITNESS OF THE FOREGOING, the undersigned Incorporator executed these Articles of Incorporation, this 13th day of June, 2007.


Herbert D. Haughton, Incorporator
ProBank

Articles of Incorporation of ProBank approved by the Office of Financial Regulation,
this 14th day of June, 2007.

Tallahassee, Florida


Linda B. Charity, Director
Office of Financial Regulation

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AND
FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA