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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

207-31460

KENNETH R. LEHMAN
1408 NORTH ABINGDON STREET
ARLINGTON, VA 22207

Phone: 703.812.5230
Facsimile: 703.812.5231
E-mail: ken.lehman@comcast.net.

June 29, 2007

Via FedEx

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Subject: Providence Bancorp, Inc.

Dear Sirs:

Enclosed please find an original and two copies of the Articles of Incorporation for Providence Bancorp, Inc., and a check for \$87.50.

Please forward a Certified Copy of the Articles of Incorporation, and a Certificate of Status to me at the address given in the letterhead.

If you have any questions please do not hesitate to contact me at 703.812.5230.

Sincerely,


Kenneth R. Lehman

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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KENNETH R. LEHMAN
1408 NORTH ABINGDON STREET
ARLINGTON, VA 22207

Phone: 703.812.5230
Facsimile: 703.812.5231
E-mail: ken.lehman@comcast.net

July 27, 2007

Via FedEx

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Subject: Providence Bancorp, Inc.

Dear Sirs:

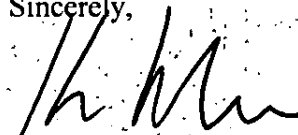
By letter dated June 29, 2007, we forwarded an original and two copies of the Articles of Incorporation for Providence Bancorp, Inc., and a check for \$87.50. By letter dated July 3, 2007, you returned the Articles to us, and requested that we get the approval of the name from the Florida Office of Financial Regulation.

Attached please find a copy of your July 3 letter, a letter from the Office of Financial Regulation approving our name, and an original and two copies of the Articles of Incorporation.

Please forward a Certified Copy of the Articles of Incorporation, and a Certificate of Status to me at the address given in the letterhead.

If you have any questions please do not hesitate to contact me at 703.812.5230.

Sincerely,



Kenneth R. Lehman



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 3, 2007

KENNETH R LEHMAN
1408 N ABINGDON ST
ARLINGTON, VA 22207

SUBJECT: PROVIDENCE BANCORP, INC.
Ref. Number: W07000031460

We have received your document for PROVIDENCE BANCORP, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Written approval and clearance of the words BANK, BANC, BANCO, BANQUE, BANKER, BANKING, TRUST COMPANY, SAVINGS AND LOAN ASSOCIATION, SAVINGS BANK or CREDIT UNION, or words of similar import in any context or any manner must be obtained from the Office of Financial Regulation, pursuant to section 655.922(2a), Florida Statutes.

Enclosed is a "Corporate Name Approval Request" form to be completed and sent to the address indicated on the form. If the proposed name is approved by the Office of Financial Regulation, resubmit the document and the approval letter to the Division of Corporations for filing.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6855.

Tammy Hampton
Document Specialist
New Filing Section

Letter Number: 507A00042912



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 31, 2007

KENNETH R LEHMAN
1408 N ABINGDON ST
ARLINGTON, VA 22207

SUBJECT: PROVIDENCE BANCORP, INC.
Ref. Number: W07000031460

We have received your document for **PROVIDENCE BANCORP, INC.** and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must have a representative sign on behalf of the bank for the registered agent. You can't sign the name of the bank.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6913.

Diane Cushing
Document Specialist Supervisor

Letter Number: 807A00047443



OFFICE OF FINANCIAL REGULATION

DON B. SAXON
COMMISSIONER

**FINANCIAL SERVICES
COMMISSION**

CHARLIE CRIST
GOVERNOR

BILL MCCOLLUM
ATTORNEY GENERAL

ALEX SINK
CHIEF FINANCIAL OFFICER

CHARLES BRONSON
COMMISSIONER OF
AGRICULTURE

July 18, 2007

Mr. Kenneth R. Lehman
1408 North Abingdon Street
Arlington, Virginia 22207

Re: Providence Bancorp, Inc.

Dear Mr. Lehman:

Reference is made to your recent letter/fax requesting approval of the above-referenced name which will be a proposed one bank holding company for Providence Bank, Winter Haven, Florida.

Section 655.922, Florida Statutes, exempts a financial institution, holding company or its subsidiaries from the prohibition of using the word "bank," "banc," "banque," "banker," "banking," "trust company," "savings and loan association," "savings bank," or "credit union" in its corporate name.

Therefore, this Office will not object to the use of the above referenced name being registered to transact business in the state of Florida. However, if the proposed bank holding company is not organized, we will require that the corporation be dissolved.

Sincerely,

Linda B. Charity
Director

LBC:ker

cc: Karon Beyer, Chief, Bureau of Commercial Recordings, Division of Corporations,
Department of State

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**ARTICLES OF INCORPORATION
OF
PROVIDENCE BANCORP, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being of legal age and desiring to form a corporation (hereinafter referred to as the "Corporation") pursuant to the provisions of the Florida Business Corporation Act, as amended (such Act, as amended from time to time, is hereinafter referred to as the "Act"), executes the following Articles of Incorporation.

ARTICLE I - Name

The name of the Corporation is Providence Bancorp, Inc.

ARTICLE II - Duration

This Corporation shall commence its existence on July 1, 2007, and shall have perpetual duration unless sooner dissolved according to law.

ARTICLE III - Purpose and General Powers

The general purpose of the Corporation shall be the transaction of any and all lawful business for which corporations may be incorporated under the Act. The Corporation shall have all of the powers enumerated in the Act and all such other powers as are not specifically prohibited to corporations for profit under the laws of the State of Florida.

ARTICLE IV - Capital Stock

A. Number and Class of Shares Authorized; Par Value.

The Corporation is authorized to issue the following shares of capital stock: Common Stock. The aggregate number of shares of common stock (referred to in these Articles of Incorporation as "Common Stock") that the Corporation shall have authority to issue is 120,000 with a par value of \$50.00 per share.

B. Common Stock Voting Rights.

Each record holder of Common Stock shall be entitled to one vote for each share held. Holders of Common Stock shall have no cumulative voting rights in any election of directors of the Corporation.

C. Preemptive Rights.

Holders of Common Stock shall not have as a matter of right any preemptive or preferential right to subscribe for, purchase, receive, or otherwise acquire any part of any new or additional issue of stock of any class, whether now or hereafter authorized, or of any bonds, debentures, notes, or other securities of the Corporation, whether or not convertible into shares of stock of the Corporation.

ARTICLE V - Initial Registered Office and Agent; Principal Place of Business

The initial registered office of this Corporation shall be located in the City of Winter Haven, County of Polk, State of Florida, and its address there shall be, at present, 1501 First Street South, Winter Haven, Florida 33880, and its initial registered agent at that address shall be Providence Bank. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation. The principal place of business and the mailing address of the Corporation shall be: 1501 First Street South, Winter Haven, FL 33880.

ARTICLE VI - Initial Board of Directors

The initial Board of Directors of the Corporation shall consist of one director. The name and street address of the initial director of this Corporation is: Kenneth R. Lehman, 1501 First Street South, Winter Haven, FL 33880. The number of Directors of this Corporation shall be the number from time to time fixed by the Shareholders, or by the Directors, in accordance with the terms and conditions of the Bylaws, but at no time shall said number of Directors be less than one.

ARTICLE VII - Incorporator

The name and street address of the person signing these Articles of Incorporation as Incorporator is: Kenneth R. Lehman, 1501 First Street South, Winter Haven, FL 33880.

ARTICLE VIII - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE IX - Subchapter S Status

In the event the Corporation should elect S Corporation status under the Internal Revenue Code, no transfer of shares of the Corporation's stock to any person or entity that would destroy such status (a "Disqualifying Transfer") shall be valid unless approved by the affirmative vote of at least 67% of the outstanding shares of stock of the Corporation. This restriction shall be noted conspicuously on the back of all of the certificates representing shares of stock in the Corporation. The shareholders of the Corporation may enter into an agreement that establishes additional restrictions on transfer of shares. Any such shareholders agreement shall be referenced conspicuously on the back of all of the certificates representing shares of stock in the Corporation. The Corporation shall have the right, by appropriate action of the board of directors, to impose additional restrictions upon the transfer of any shares of its common stock, or any interest therein, from time to time issued, provided that notice of such restrictions shall be set forth upon the face or the back of the certificates representing such shares of stock.

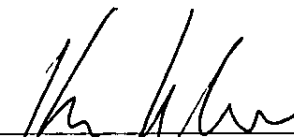
ARTICLE X - Amendment

This 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.

ARTICLE XI - Headings and Captions

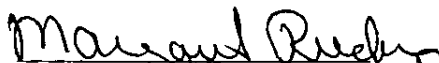
The headings or captions of these various Articles of Incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned does hereby make and file 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 29th day of June 2007.


Kenneth R. Lehman

COMMONWEALTH OF VIRGINIA)
COUNTY OF ARLINGTON)

The foregoing instrument was acknowledged before me this 29TH day of June 2007, by Kenneth R. Lehman


Printed Name: Margaret Reeder
Notary Public - Commonwealth of Virginia

Margaret Reeder
NOTARY PUBLIC
Commonwealth of Virginia
My Commission Expires 3/31/2010

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Personally Known ☒ or Produced Identification ☐
Type of Identification Produced Virginia Drivers License

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

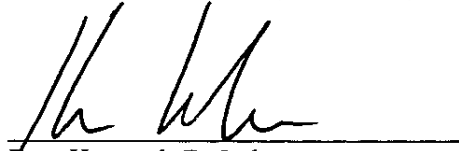
In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

Providence Financial Corporation (the "Corporation") desiring to organize as a domestic corporation or qualify under the laws of the State of Florida has named and designated Providence Bank as its Registered Agent to accept service of process within the State of Florida with its registered office located at 1501 First Street South, Winter Haven, Florida 33880.

ACKNOWLEDGMENT

Having been named as Registered Agent for the Corporation at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations relating to service as a registered agent, as the same may apply to the Corporation; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent. Dated this 29th day of June 2007.

Providence Bank, Registered Agent



By: Kenneth R. Lehman
Director and Duly Authorized Representative

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA