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**INTEROFFICE  
COMMUNICATION**



**OFFICE OF FINANCIAL  
REGULATION**

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**DATE:** September 19, 2007

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

**FROM:** Bruce Ricca, Licensing and Chartering

**SUBJ:** Jefferson Bank of Florida  
Oldsmar, Pinellas County, Florida  
(Proposed New Bank)

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Please file the attached Articles of Incorporation for the above-referenced institution, using the FILING DATE, as the effective date.

Please make the following distribution of certified copies:

- (1) One copy to: *certified* Bruce Ricca  
Office of Financial Regulation  
Licensing & Chartering  
200 East Gaines Street  
Tallahassee, FL 32399-0371
- (4) Four copies to: *certified* Mr. Richard L. Pearlman  
Iglar & Dougherty, P. A.  
2457 Care Drive  
Tallahassee, Florida 32308
- (3) One copy to: Mr. Jeff Povlak  
(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 410-9528.

**ARTICLES OF INCORPORATION  
OF  
JEFFERSON BANK OF FLORIDA**

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TALLAHASSEE, FLORIDA

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 Jefferson Bank of Florida ("Bank"). Its initial place of business and mailing address shall be 3711 Tampa Road, Suite 100, Oldsmar, Florida 34677.

**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 10,000,000. Such shares shall consist of 9,000,000 shares of common stock with \$5.00 par value per share, and 1,000,000 shares of undesignated preferred stock. The Bank shall begin business with at least \$6,000,000 in paid-in common capital stock to be divided into 1,200,000 shares of common stock. The amount of surplus with which the Bank will begin business will be not less than \$5,034,000, 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 number of directors shall not be fewer than five. 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 resulting vacancies.

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

| <u>Name</u>       | <u>Address</u>   |
|-------------------|--|
| Gary L. Blackwell | 5737 Westshore Drive, New Port Richey, Florida 34656   |
| Wayne R. Coulter  | 6500 Green Acres Blvd., New Port Richey, Florida 34655 |
| Melvin S. Cutler  | 3156 Sandy Ridge Drive, Clearwater, Florida 33761      |

Stephen H. Jacobs, MD      2147 Camden Way, Clearwater, Florida 33759  
Robert B. McGivney      125 Sanctuary Drive, Crystal Beach, Florida 34681  
Joseph L. Oliveri      109 Harbor Drive, Palm Harbor, Florida 34683  
Paul J. Wikle      33 Central Court, Tarpon Springs, Florida 34683

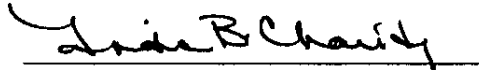
In witness of the foregoing, the undersigned Incorporator executed these Articles of Incorporation this 17<sup>th</sup> day of September, 2007.



Richard Pearlman, Incorporator  
Ingler & Dougherty, P.A.  
2457 Care Drive  
Tallahassee, Florida 32308

*Articles of Incorporation of Jefferson Bank of Florida approved by the Office of Financial Regulation this 19TH day of September, 2007.*

Tallahassee, Florida



Linda B. Charity, Director  
Office of Financial Regulation

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