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(Requestor's Name)

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(City/State/Zip/Phone #)

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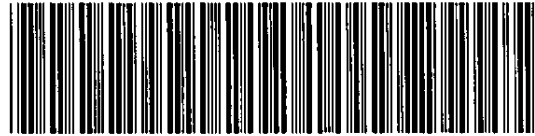
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10-18

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Florida Commerce Bancorp, Inc.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☒ \$70.00 ☐ \$78.75
Filing Fee Filing Fee
 & Certificate of Status

☐ \$78.75 ☐ \$87.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status
ADDITIONAL COPY REQUIRED

FROM: J.J. Burchman

Name (Printed or typed)

200 N. Washington Square

Address

Lansing, MI 48933

City, State & Zip

517-372-8058

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.



CAPITOL BANCORP
LIMITED

Capitol Bancorp Center
200 Washington Square North
Lansing, MI 48933
tel: 517 487 6555
fax: 517 374 2576
www.capitolbancorp.com

October 16, 2007

Carolyn Lewis
Department of State
Division of Corporations
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Florida Commerce Bancorp, Inc.

Dear Ms. Lewis;

As we discussed on the phone the other day, enclosed please find articles of incorporation for Florida Commerce Bancorp, Inc., along with a check in the amount of \$70. I've also included a copy of the letter of non-objection to the name from the Office of Financial Regulation. Please contact me should you have any questions.

Sincerely,

Jeremy J. Burchman
Corporate Counsel



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

October 11, 2007

Mr. Joseph D. Reid III
Director of Bank Development
Capitol Bancorp Limited
Capitol Bancorp Center
200 Washington Square North
Lansing, Michigan 48933

Re: Florida Commerce Bancorp Ltd.

Dear Mr. Reid:

Reference is made to your recent letter/fax requesting approval of the above-referenced name. You indicate this will be a proposed bank holding company for Commerce Bank of Southwest Florida, located in Fort Myers, 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.

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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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
FLORIDA COMMERCE BANCORP, INC.

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TALLAHASSEE, FLORIDA

I.
NAME

The name of the corporation is FLORIDA COMMERCE BANCORP, INC. (the "**Corporation**").

II.
CAPITAL STOCK

The aggregate number of shares of capital stock which the Corporation shall have the authority to issue is 40,000,000 shares, consisting of 40,000,000 shares of Common Stock, par value \$0.001 per share (the "**Common Stock**").

COMMON STOCK.

1. General. All shares of Common Stock shall be identical and shall entitle the holders thereof to the same powers, preferences, qualifications, limitations, privileges and other rights.

2. Voting Rights. Except as otherwise required by law all rights to vote and all voting power shall be vested exclusively in the holders of the Common Stock and each holder of shares of Common Stock shall be entitled to one vote for each share of Common Stock standing in such holder's name on the books of the Corporation.

3. Dividends. The holders of the Common Stock shall be entitled to receive when, as and if declared by the Board, out of funds legally available therefor, dividends (payable in cash, stock or otherwise) as the Board may from time to time determine, payable to shareholders of record on such date or dates as shall be fixed for such purpose by the Board in accordance with the Florida Business Corporation Act (the "**Act**").

4. Other. The Common Stock and holders thereof shall have all such other powers and rights as provided by law.

III.
MAILING ADDRESS

The current address of the principal place of business of the Corporation is 1520 Royal Palm Square Blvd., Suite 100, Fort Myers, Florida 33919.

IV.
BOARD OF DIRECTORS

The Board shall consist of not fewer than one (1) nor more than nine (9) directors. The number of directors within these limits may be increased or decreased from time to time as provided in the Bylaws of the Corporation.

**V.
INITIAL REGISTERED AGENT**

The street address of the initial registered office of the Corporation is 1520 Royal Palm Square Blvd., Suite 100, Fort Myers, Florida 33919. The name of the initial registered agent of the Corporation at that address is Mark L. Morris.

**VI.
INCORPORATOR**

The name and address of the incorporator of the Corporation ^(Jeremy) J.J. BURCHMAN 1520 Royal Palm Square Blvd., Suite 100, Fort Myers, Florida 33919.

**VII.
INDEMNIFICATION**

The Corporation shall indemnify and may advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the Bylaws may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board may from time to time deem appropriate or advisable.

**VIII.
BYLAWS**

The Board shall have the power to adopt, amend or repeal the Bylaws of the Corporation or any part thereof.

**IX.
LIMITATION OF LIABILITY**

To the fullest extent permitted under the Act and other applicable law, no director shall be personally liable to the Corporation or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal. If the law of the Corporation's state of incorporation is hereafter amended to authorize corporation action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent then permitted. No repeal or modification of this Article IX shall adversely effect any right of or protection afforded to a director of the Corporation existing immediately prior to such repeal or modification

**X.
MISCELLANEOUS**

A. CALL OF SPECIAL SHAREHOLDERS MEETING.

Except as otherwise required by law, the Corporation shall not be required to hold a special meeting of shareholders of the Corporation unless (in addition to any other requirements of law) (a) the holders of not less than fifty percent (50%) of all the votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date and deliver to the Corporation's

secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held; or (b) the meeting is called by (i) the Board pursuant to a resolution approved by a majority of the entire Board, or (ii) the Corporation's Chairman of the Board or Chief Executive Officer. Only business within the purpose or purposes described in the special meeting notice required by Section 607.0705 of the Act may be conducted at a special shareholders' meeting.

B. RESTRICTIONS ON TRANSFER OF STOCK.

1. Shareholders desiring to transfer their shares of the Common Stock shall first present the shares to the Corporation for sale. Commencing with receipt of written notice from a shareholder who wishes to transfer his or her Common Stock, the Corporation shall have a period of thirty (30) days in which to exercise this right of first refusal. If this period of time elapses without exercise of the right of first refusal by the Corporation, the shareholder shall be free to transfer the shares to the party identified in the written notice to the Corporation. The Corporation may notify the shareholder before the end of the thirty (30) day period if it decides it will not be interested in purchasing the shares. Purchase of the shares shall be for cash, unless another payment plan is acceptable to the shareholder.

The price to be paid by the Corporation for the shares shall be established between the Corporation and the shareholder not lower than the price per share established by the Board for the purchase and sale of Corporation stock (see subsection 2 below) and not higher than the amount offered to the shareholder, if any, (in a valid and currently unexpired bona fide offer) for the shares being presented to the Corporation for purchase.

2. The Board shall establish from time to time (at least annually) a transfer price which shall be used by the Corporation for the purchase of the Common Stock offered by existing shareholders. Such price shall be set to reflect a fair current value for the shares being sold or purchased.

3. For purposes of this Article X, Section B, "transfer" means any type of disposition, including but not limited to, a sale, gift, contribution or other action that would result in a change of the record ownership of any share of the Common Stock.

4. Any attempted transfer that is not in compliance with this Article X, Section B will be of no effect and will not be recorded on the stock transfer books of the Corporation. This restriction will be binding to the fullest extent permitted by law and shall be noted conspicuously on stock certificates issued or transferred.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation of FLORIDA COMMERCE BANCORP, INC. this 16th day of October, 2007.

FLORIDA COMMERCE BANCORP

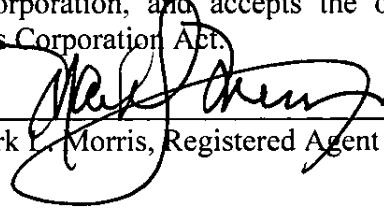
By: [Signature]
Name: Jeremy J. Burchman
Its: Incorporator

**CONSENT OF
REGISTERED AGENT**

OF

FLORIDA COMMERCE BANCORP, INC.

The undersigned, Mark L. Morris, whose business address is 1520 Royal Palm Square Boulevard, Fort Myers, Florida 33919, hereby accepts appointment as the initial registered agent of FLORIDA COMMERCE BANCORP, INC., a Florida corporation, and accepts the obligations provided for in Section 607.0505 of the Florida Business Corporation Act.



Mark L. Morris, Registered Agent

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