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TALLAHASSEE, FLORIDA

**INTEROFFICE
COMMUNICATION**



**OFFICE OF FINANCIAL
REGULATION**

DATE: October 19, 2007

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

FROM: Joe Matthews, Licensing and Chartering

SUBJ: Florida Shores Bank – Southwest
Venice, Sarasota County, Florida
(Proposed New Bank)

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: Tammie Dull
Office of Financial Regulation
Licensing & Chartering
200 East Gaines Street
Tallahassee, FL 32399-0371
- (2) One copy to: Mr. John P. Greeley
Smith Mackinnon , P. A.
P. O. Box 2254
Orlando, Florida 32802-2254
- (3) One copy to: Mr. David Crumby
(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 904-798-4911.

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**ARTICLES OF INCORPORATION
OF
FLORIDA SHORES BANK - SOUTHWEST**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as directors for the purpose of forming a corporation under and by virtue of the Laws of the State of Florida, adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be Florida Shores Bank - Southwest and its initial place of business shall be at 500 N. U.S. Highway 41 Bypass, Venice, Sarasota County, Florida 34285.

ARTICLE II

The general nature of the business to be transacted by this corporation 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, regulating the organization, powers, and management of banking corporations.

ARTICLE III

The total number of shares authorized to be issued by the corporation shall be 3,000,000. Such shares shall be of a single class and shall have a par value of \$5.00 per share. The corporation shall begin business with at least \$7,500,000 in paid-in common capital stock to be divided into 1,500,000 shares. The amount of surplus with which the corporation will begin business will be not less than \$7,000,000.

ARTICLE IV

The term for which said corporation 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 (5). The names and street addresses of the first directors of the corporation are:

<u>Name</u>	<u>Street Address</u>
William L. Bacon	23495 Westchester Boulevard, Port Charlotte, FL 33980
Jon B. Baldwin	1111 Ritz Carlton St., #1405, Sarasota, Florida 34236
David Michael Dignam	5150 The Pointe Dr, Englewood, Florida 34223
John F. Dowd	1670 Columbia Drive, Englewood, Florida 34223
N. Dale Kaper	5363 Prairie Home Dr., SE, Grand Rapids, Michigan 49546

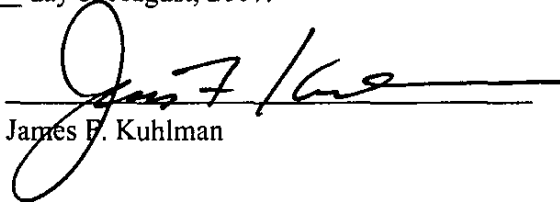
James F. Kuhlman	1440 Mackintosh Blvd., Nokomis, Florida 34275
George D. Pickhardt	790 North River Road, Venice, Florida 34293
Benjamin A. Smith III	167 West 11 th Street, Holland, Michigan 49423
Douglas W. Smith	8021 Bay Pointe Drive, Englewood, Florida 34224
Thomas H. Taylor, Jr.	421 Huntridge Drive, Venice, Florida 34292

A majority of the full board of directors may, at any time during the year following the annual meeting of shareholders, increase the number of directors of this corporation by not more than two and appoint persons to fill the resulting vacancies.

ARTICLE VI

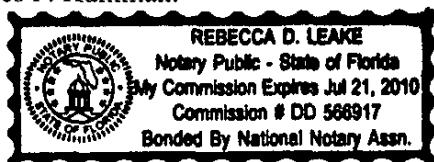
The name and street address of the person signing these Articles of Incorporation as incorporator is James F. Kuhlman, 1440 Mackintosh Blvd., Nokomis, Florida 34275.


In witness of the foregoing, the undersigned incorporator has executed 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 17 day of August, 2007.


James F. Kuhlman

STATE OF FLORIDA)
COUNTY OF SARASOTA)

The foregoing instrument was acknowledged before me this 17 day of August, 2007, by James F. Kuhlman.



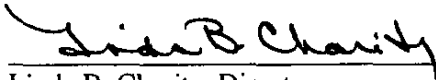

Printed Name: Rebecca D. Leake
Notary Public - State of Florida at Large

Personally known ☒ or Produced Identification ☐
Type of Identification Produced _____

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 TALLAHASSEE, FLORIDA

Approved by the Florida Office of Financial Regulation this 19th day of October,
2007.

Tallahassee, Florida


Linda B. Charity, Director
Division of Financial Institutions

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