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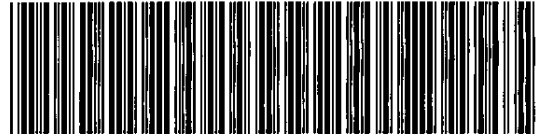
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APPROVED  
AND  
FILED  
08 JUN 27 AM 11:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

am 1/27/08

**INTEROFFICE  
COMMUNICATION**



**OFFICE OF FINANCIAL  
REGULATION**

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**DATE:** June 26, 2008

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

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

**SUBJ:** Enterprise Bank of Florida  
North Palm Beach, Palm Beach County, Florida  
(Proposed Conversion of National Bank)

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Please file the attached Articles of Incorporation for the above-referenced institution, using JUNE 27, 2008, as the filing date and the effective date.

Please make the following distribution of certified copies:

- (1) One copy to: Bruce Ricca  
Office of Financial Regulation  
Licensing & Chartering  
200 East Gaines Street  
Tallahassee, FL 32399-0371
- (2) ~~One~~ copy to: Ms. Michele R. Glorie  
*File Stamp* Executive Vice President  
Enterprise Bank of Florida  
3910 RCA Boulevard, Suite 1001  
Palm Beach Gardens, Florida 33410
- (3) One copy to: Mr. Tim Flono  
(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.

APPROVED  
AND  
FILED

08 JUN 27 AM 11:27

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION  
OF  
ENTERPRISE BANK OF 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 Enterprise Bank of Florida and its initial place of business shall be 11811 U.S. Highway One, North Palm Beach, Florida 33408-2876.

**ARTICLE II**

This corporation is incorporated by conversion from a national banking association.

**ARTICLE III**

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 IV**

The total number of shares authorized to be issued by the corporation shall be 20,000,000. Such shares shall be of a single class and shall have a par value of \$5.00 per share.

**ARTICLE V**

The term for which said corporation shall exist shall be perpetual unless terminated pursuant to the Florida Financial Institutions Codes.

**ARTICLE VI**

The number of directors shall not be fewer than five (5). A majority of the full board of directors may, at any time during the years following the annual meeting of shareholders in which such action has been authorized, increase the number of directors by not more than two and appoint persons to fill resulting vacancies. The names and street addresses of the directors of the corporation upon the adoption of these Articles of Incorporation are:

<u>Name</u>	<u>Street Address</u>
James E. Davis, Sr.	3910 RCA Blvd., Suite 1001, Palm Beach Gardens, Florida 33410
S. Barrie Godown	3910 RCA Blvd., Suite 1001, Palm Beach Gardens, Florida 33410
Mark E. Holmes	3910 RCA Blvd., Suite 1001, Palm Beach Gardens, Florida 33410
Jeanne K. Simon	3910 RCA Blvd., Suite 1001, Palm Beach Gardens, Florida 33410
Lawrence L. Sugarman	3910 RCA Blvd., Suite 1001, Palm Beach Gardens, Florida 33410
Timothy L. Terry	3910 RCA Blvd., Suite 1001, Palm Beach Gardens, Florida 33410
Warren B. Mosler	3910 RCA Blvd., Suite 1001, Palm Beach Gardens, Florida 33410

# ARTICLE VII

The name and street address of the person signing these Articles of Incorporation as incorporator is Timothy L. Terry, 3910 RCA Blvd., Suite 1001, Palm Beach Gardens, Florida 33410.

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 subscribe thereto and hereunto set his hand and seal this 3<sup>rd</sup> day of March, 2008.

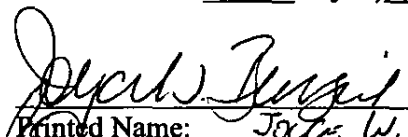
  
 Timothy L. Terry

STATE OF FLORIDA                     )  
 COUNTY OF PALM BEACH            )

The foregoing instrument was acknowledged before me this 3<sup>rd</sup> day of March, 2008, by Timothy L. Terry.



**Joyce W. Burgiel**  
 Commission # DD582917  
 Expires August 8, 2010  
Bonded Troy Fam - Insurance, Inc. 800-385-7019

  
 Printed Name: Joyce W. Burgiel

Notary Public - State of Florida at Large

Personally known ☒ or Produced Identification ☐

Type of Identification Produced \_\_\_\_\_

APPROVAL

Approved by the Florida Office of Financial Regulation this 4<sup>TH</sup> day of JUNE,  
2008.

Tallahassee, Florida

Linda B. Charity  
Linda B. Charity  
Director, Division of Financial Institutions

APPROVED  
AND  
FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA