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(Requestor's Name)

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(Address)

(City/State/Zip/Phone #)

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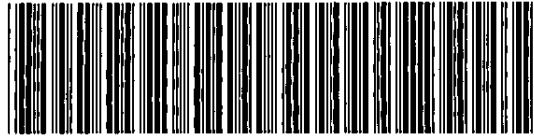
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**INTEROFFICE
COMMUNICATION**



**OFFICE OF FINANCIAL
REGULATION**

DATE: August 28, 2008

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

FROM: Bruce Ricca, Licensing and Chartering

SUBJ: Broward Bank of Commerce
Fort Lauderdale, Broward County, Florida
(Proposed New Bank)

Please file the attached Articles of Incorporation for the above-referenced institution, using TODAY'S DATE, 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: Mr. Keith P. Costello
President & CEO
Broward Bank of Commerce
101 N. E. 3rd Avenue, 21st Floor
Fort Lauderdale, Florida 33301
- (3) One copy to: Mr. Charles A. Mellein
(uncertified) Federal Deposit Insurance Corporation
10 Tenth Street, N. E.
Suite 800
Atlanta, Georgia 30309-3906

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TALLAHASSEE, FLORIDA

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
BROWARD BANK OF COMMERCE

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The undersigned, acting as directors for the purpose of forming a financial institution corporation in accordance with the Laws of the State of Florida, adopts the following Articles of Incorporation.

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TALLAHASSEE, FLORIDA

ARTICLE I

The name of the bank shall be Broward Bank of Commerce and its initial place of business shall be at 101 NE 3rd Avenue, Tower 101, Suite 2100 in the City of Fort Lauderdale, in the County of Broward and State of Florida. These Articles shall be effective upon filing.

ARTICLE II

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

ARTICLE III

The total number of shares authorized to be issued by the bank shall be twenty million (20,000,000). Such shares shall be of a single class and shall have a par value of \$5.00 per share. 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. The amount of surplus with which the bank will begin business will be not less than \$5,537,662, all of which 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 (5). A majority of the full board of directors may, at any time during the years following the annual meeting of shareholders, increase the number of directors by not more than two and appoint persons to fill resulting vacancies. The names and street addresses of the first directors of the bank are:

NAME	STREET ADDRESS
John H. Baker	1631 SE 14th Street Fort Lauderdale, Florida 33316
Ronnie G. Brown Jr.	10751 Hawks Vista Street Plantation, Florida 33324
Keith P. Costello	2611 NE 40 th Street Fort Lauderdale, Florida 33308
Stephen Greep, Jr.	2725 NE 26th Terrace Fort Lauderdale, Florida 33306
Bryan J. Haagenon	1029 SE 13 th Terrace Ft. Lauderdale, Florida 33316
Gregory F. Patton	909 Road 1 South Cartersville, Georgia 30120
Gregory Clay Sandefur	1722 SE 10 th Street Fort Lauderdale, Florida 33316
John P. Seiler	1718 NE 27th Drive 2849 NE 37 th Court Willon Manor Florida 33304 33308 Fort Lauderdale
E. Clay Shaw III	2332 NE 7th Place Fort Lauderdale, Florida 33304
Dr. Arnold Tillman	4 Attaway Drive Cartersville, Georgia 30120

ARTICLE VI

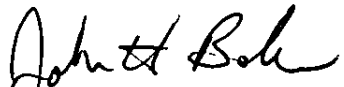
The preemptive right of any shareholder to acquire authorized but unissued shares is denied.

In witness of the foregoing, the undersigned directors have executed these


Articles of Incorporation this 12 day of August, 2008.

NAME

STREET ADDRESS


John H. Baker

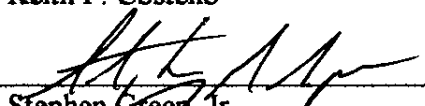
1631 SE 14th Street
Fort Lauderdale, Florida 33316


Ronnie G. Brown Jr.

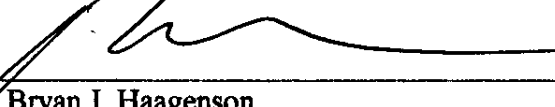
10751 Hawks Vista Street
Plantation, Florida 33324


Keith P. Costello


2611 NE 40th Street
Fort Lauderdale, Florida 33308


Stephen Greep, Jr.

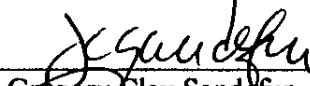
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Cartersville, Georgia 30120


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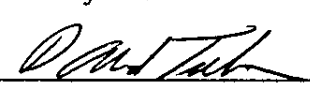
1722 SE 10th Street
Fort Lauderdale, Florida 33316


John P. Seiler

~~1738 NE 27th Drive~~ 2849 NE 37th Court
~~Wilton Manors, Florida 33334~~ Ft. Land, Fla.
33308


E. Clay Shaw III

2332 NE 7th Place
Fort Lauderdale, Florida 33304


Dr. Arnold Tillman

4 Attaway Drive
Cartersville, Georgia 30120

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

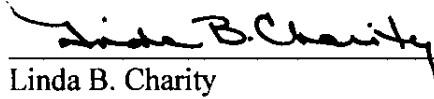
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Approved by the Office of Financial Regulation this 27TH day of

AUGUST, 2008.

Tallahassee, Florida



Linda B. Charity

Director

Division of Financial Institutions

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA