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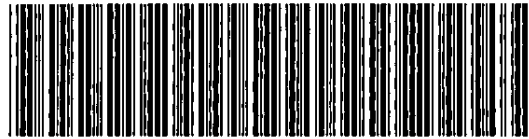
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TALLAHASSEE, FLORIDA

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**INTEROFFICE  
COMMUNICATION**



**OFFICE OF FINANCIAL  
REGULATION**

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**DATE:** October 29, 2008

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

**FROM:** Joe Matthews, Licensing and Chartering

**SUBJ:** First Green Bank  
Eustis, Lake 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: Tammie Dull  
Office of Financial Regulation  
Licensing & Chartering  
200 East Gaines Street  
Tallahassee, FL 32399-0371
- (2) Two copies to: Mr. John P. Greeley  
Smith Mackinnon, PA  
Post Office 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

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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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
FIRST GREEN BANK**

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 First Green Bank and its initial place of business shall be located at 1301 South Bay Street, Eustis, Florida 32726.

**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 5,000,000. 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 \$6,750,000.

**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>
Scott M. Ales	2461 East Crooked Lake Club Blvd., Eustis, Florida 32726
Shannon M. Carlyle	1215 South 9th Street, Leesburg, Florida 34748
Joel C. Hunter	203 Savannah Park Loop, Casselberry, Florida 32707
Kenneth E. LaRoe	22449 Lake Seneca Road, Eustis, Florida 32736
C. Michael LaRoe	2702 Robert D Road, Mt. Dora, Florida 32757
John D. Schmid	17447 Magnolia Island Blvd., Clermont, Florida 34711

Randall E. Strode

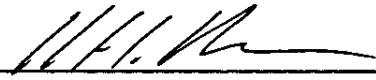
2231 South Terrace Blvd., Longwood, Florida 32779

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

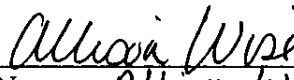
The name and street address of the person signing these Articles of Incorporation as incorporator is Kenneth E. LaRoe, 1301 South Bay Street, Eustis, Florida 32726.

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 8<sup>th</sup> of October, 2008.

  
Kenneth E. LaRoe

STATE OF FLORIDA       )  
COUNTY OF LAKE       )

The foregoing instrument was acknowledged before me this 8<sup>th</sup> day of October, 2008, by Kenneth E. LaRoe.

  
Printed Name: Allison Wise  
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 27<sup>TH</sup> day of OCTOBER,  
2008.

Tallahassee, Florida

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

**FILED**  
**08 OCT 25 AM 8:57**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**