

PO9000012938

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

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WAIT

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MAIL

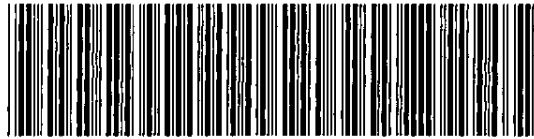
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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09 FEB -9 AM 9:28
2009 FEB 9 10:10

Handwritten signature

COVER LETTER

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

SUBJECT: Biscayne Bancshares, 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
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Thomas D. Lumpkin, II

Name (Printed or typed)

3121 Commodore Plaza, Third Floor

Address

Coconut Grove, FL 33133

City, State & Zip

(305) 447-5052

Daytime Telephone number

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



OFFICE OF FINANCIAL REGULATION

ALEX HAGER
ACTING COMMISSIONER

**FINANCIAL SERVICES
COMMISSION**

CHARLIE CRIST
GOVERNOR

BILL MCCOLLUM
ATTORNEY GENERAL

ALEX SINK
CHIEF FINANCIAL OFFICER

CHARLES BRONSON
COMMISSIONER OF
AGRICULTURE

February 5, 2009

Mr. Thomas D. Lumpkin
Chairman
Biscayne Bank
3121 Commodore Plaza
Coconut Grove, FL 33133

Dear Mr. Lumpkin:

Re: Biscayne Bancshares, Inc.

Reference is made to your recent letter/fax requesting approval of the above-referenced name which will be a proposed bank holding company.

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.

Therefore, 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,

A handwritten signature in black ink, reading "Linda B. Charity", is positioned above the typed name.

Linda B. Charity
Director

LBC:bk

cc: Karon Beyer, Chief, Bureau of Commercial Recordings, Division of Corporations,
Department of State

ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I NAME

The name of the corporation shall be:

Biscayne Bancshares, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal street address and mailing address, if different is:

3121 Commodore Plaza, Third Floor, Coconut Grove, FL 33133

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

Any and all lawful activity

ARTICLE IV SHARES

The number of shares of stock is:

8,500,000

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

List name(s), address(es) and specific title(s):

Lorie Yarchin
3121 Commodore Plaza, Third Floor
Coconut Grove, FL 33133
CEO, D

Thomas D. Lumpkin, II
3121 Commodore Plaza, Third Floor
Coconut Grove, FL 33133
CH, D

Robert E. Gutlohn
3121 Commodore Plaza, Suite 303
Coconut Grove, FL 33133
D

Jean-Marie Florestal
3121 Commodore Plaza, Third Floor
Coconut Grove, FL 33133
CFO

ARTICLE VI REGISTERED AGENT

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Thomas D. Lumpkin, II
3121 Commodore Plaza, Third Floor
Coconut Grove, FL 33133

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Thomas D. Lumpkin, II
3121 Commodore Plaza, Third Floor
Coconut Grove, FL 33133

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Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

Signature/Registered Agent

Signature/Incorporator

Date

Date