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04/07/09--01004--001 **52.50

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CLERK OF STATE
TALLAHASSEE, FLORIDA

B. McKnight APR 08 2009

**INTEROFFICE
COMMUNICATION**



**OFFICE OF FINANCIAL
REGULATION**

DATE: April 6, 2009

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

FROM: Bruce Ricca, Licensing and Chartering

SUBJ: 1st Performance Business Bank
Pensacola, Escambia County, Florida
(Proposed New Bank)

Please file the attached Amended 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: Bruce Ricca
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.
Post Office Box 2254
Orlando, Florida 32802-2254
- (3) One copy to: Mr. Russ Marshall
(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.

SMITH MACKINNON, PA

ATTORNEYS AT LAW

SUITE 800
CITRUS CENTER
255 SOUTH ORANGE AVENUE
ORLANDO, FLORIDA 32801

POST OFFICE BOX 2254
ORLANDO, FLORIDA 32802-2254

TELEPHONE (407) 843-7300
FACSIMILE (407) 843-2448
E-MAIL: JPG7300@AOL.COM

JOHN P. GREELEY

March 27, 2009

Via Federal Express

Mr. Bruce Ricca
Florida Office of Financial Regulation
Division of Banking, Fletcher Building
200 East Gaines Street
Tallahassee, FL 32399-0371

Re: 1st Performance Business Bank (In Organization)
Pensacola, Florida

Dear Mr. Ricca:

Enclosed are three manually signed originals of Articles of Incorporation, accompanied by a check in the amount of \$52.50 payable to the Florida Secretary of State for the filing fees and receipt of two certified copies.

With regard to the group's organization process, please note that in the latter part of 2008 and the first part of 2009, the group undertook discussions and efforts with the FDIC seeking to amend its application through a reduction in its initial capitalization coupled with the elimination of a banking office. In essence, the group's efforts sought to reduce the expansion plans of the Bank and, at the same time, also request permission for a reduced capital amount in recognition in that adjustment in growth as well as the prevailing investment and economic environment. Ultimately, while a number of discussions were held, the FDIC indicated that it was not in a position to approve an amendment to the charter application to reduce the initial capital amount.

As a part of all these discussions, it did not appear practical, and would in fact have been misleading, to place Articles of Incorporation in the public file which would memorialize a capital structure that was under discussions for a negotiated adjustment to the capital amounts. While the approval letter from both the Florida Office and the FDIC had set forth a certain capital amount which would have been memorialized in Articles of Incorporation, the possible renegotiated numbers

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To: Bruce Ricca
3/30/09
Re: advised Tommy

**ARTICLES OF INCORPORATION
OF
1ST PERFORMANCE BUSINESS BANK**

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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 1st Performance Business Bank and its initial place of business shall be located at 186 North Palafox Street, Pensacola, Florida 32502.

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 \$7,875,000 in paid-in common capital stock to be divided into 1,575,000 shares. The amount of surplus with which the corporation will begin business will be not less than \$7,125,000.

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>
Leo J. Cyr	1333 Upland Crest Ct., Gulf Breeze, FL 32563
Peter W. Doyle	1776 Yates Avenue, Pensacola, FL 32503
Henry E. Gonzales, Jr.	4236 Brighton Drive, Pensacola, FL 32504
James D. Homyak	366 Fort Pickins Road, Pensacola Beach, FL 32561
Harold L. Major	2467 Magnolia Avenue, Pensacola, FL 32503
Teddy L. Mansfield	223 Sabine Drive, Pensacola Beach, FL 32561

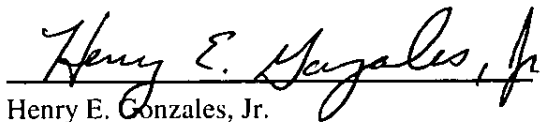
Robert F. Patton, M.D.	1911 East DeSoto Street, Pensacola, FL 32501
Harold W. Reeder	1900 East La Rua Street, Pensacola, FL 32501
Richard P. Richter	975 Lakeshore Blvd., Slidell, LA 70461
Ray D. Russenberger	#1 Port Royal Way, Pensacola, FL 32502
Brian K. Spencer	3 East Zaragoza Street, Pensacola, FL 32501
Roger W. Webb	220 West Garden Street, Suite 500, Pensacola, FL 32502

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 Henry E. Gonzales, Jr., 4236 Brighton Drive, Pensacola, FL 32504.

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 26th of March, 2009.

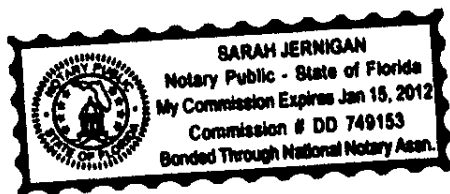

Henry E. Gonzales, Jr.

STATE OF FLORIDA)
COUNTY OF ESCAMBIA)

The foregoing instrument was acknowledged before me this 26 day of March, 2009, by Henry E. Gonzales, Jr.


Printed Name: Sarah Jernigan
Notary Public - State of Florida at Large


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



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NOTARY PUBLIC STATE
TALLAHASSEE, FLORIDA

Approved by the Florida Office of Financial Regulation this 6TH day of APRIL,
2009.

Tallahassee, Florida



Linda B. Charity
Director, Division of Financial Institutions

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