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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FEB 10 2010
D.A. WHITE

COVER LETTER

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

SUBJECT: GulfShore 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: Tina Swain

Name (Printed or typed)

3201 South MacDill Avenue

Address

Tampa, FL 33629

City, State & Zip

813-418-3050

Daytime Telephone number

tswain@gulfshorebank.com

E-mail address: (to be used for future annual report notification)

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 4, 2010

TINA SWAIN
3201 SOUTH MACDILL AVE
TAMPA, FL 33629

SUBJECT: GULFSHORE BANCSHARES, INC.
Ref. Number: W10000005760

We have received your document for GULFSHORE BANCSHARES, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Article V is not included.

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

The registered agent must sign accepting the designation.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6933.

Dale White
Regulatory Specialist II
New Filing Section

Letter Number: 410A00002914



OFFICE OF FINANCIAL REGULATION

J. THOMAS CARDWELL
COMMISSIONER

**FINANCIAL SERVICES
COMMISSION**

CHARLIE CRIST
GOVERNOR

BILL MCCOLLUM
ATTORNEY GENERAL

ALEX SINK
CHIEF FINANCIAL OFFICER

CHARLES BRONSON
COMMISSIONER OF
AGRICULTURE

January 28, 2010

Ms. Tina Swain
Chief Financial Officer
100 North Tampa Street, Suite 1915
Tampa, FL 33602

Dear Ms. Swain:

Re: GulfShore Bancshares

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

Section 655.922, Florida Statutes, exempts a financial institution, holding company or its subsidiaries from the prohibition of using the word "bank," "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 name being registered to transact business as a foreign corporation in the state of Florida. However, this does not give one the authority to act in any licensed capacity until all licensing requirements have been met within this state.

Sincerely,

A handwritten signature in black ink, appearing to read "Linda B. Charity".

Linda B. Charity
Director

LBC:bk

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

ARTICLES OF INCORPORATION

OF

GULFSHORE BANCSHARES, INC.

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SECRETARY OF STATE
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 GulfShore Bancshares, Inc. and its initial place of business shall be located at 3201 South MacDill Avenue, Tampa, Florida 33629.

ARTICLE II

The general nature of the business to be transaction by this corporation shall be that of a holding company of a general commercial banking business with all the rights, powers, and privileges granted and conferred by the Bank Holding Company Act, regulating the organization, powers, and management of bank holding companies.

ARTICLE III

The corporation shall be shall be authorized to issue a total of 20,000,000 shares of a single class of common stock. Such shares shall have a par value of \$0.01 per share.

ARTICLE IV

The term for which said corporation shall exist shall be perpetual unless terminated pursuant to the Bank Holding Company Act.

ARTICLE V

The number of directors shall not be fewer than five (5). The names and address of the first directors of the corporation are:

<u>Name</u>	<u>Street Address</u>
Joseph L. Caballero	9706 Hidden Cove Ct, Tampa, FL 33618
Mario Garcia, Jr.	628 Balibay Road, Apollo Beach, FL 33572
John P. Baumann, Jr.	12023 Nicklaus Circle, Tampa, FL 33624
John E. Carter	2628 Sunset Drive, Tampa, FL 33629
Vincent J. Cassidy	2923 W. Wallcraft Avenue, Tampa, FL 33611
George A. Guida	4911 N. Shirley Drive, Tampa, FL 33603
Mark E. Levey	629 Balibay Road, Apollo Beach, FL 33572
Luciano Prida	5903 North Rome Ave, Tampa, FL 33604
Armando Roche	1910 Orient Road, Tampa, FL 33619
R. Bob Smith	17408 Gunn Hwy, Odessa, FL 33556

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 to not more than eleven (11). The board of directors may appoint persons to fill up to two vacancies on the board during the year following any annual meeting as necessary to ensure that the corporation has no fewer than five (5) directors and up to two vacancies resulting from the increase in the number of directors pursuant to this Article.

ARTICLE VI

The initial Registered Agent is Joseph L. Caballero of 9706 Hidden Cove Ct, Tampa, FL 33618.


ARTICLE VII

The name and street address of the person signing these Articles of Incorporation as incorporator is Joseph L. Caballero, 9706 Hidden Cove Ct, Tampa, FL 33618.

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 and 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 8th of Feb, 2010.



Joseph L. Caballero/ Registered Agent

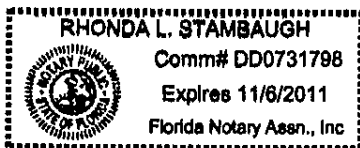


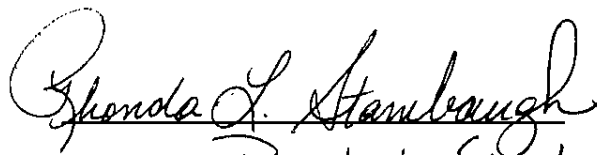
Joseph L. Caballero/ Incorporator

STATE OF FLORIDA)

COUNTY OF HILLSBOROUGH)

The foregoing instrument was acknowledged before me this 8th day of February 2010, by Joseph L. Caballero.




Printed Name: Rhonda L. Stambaugh
Notary Public – State of Florida at Large

Personally known ☒ or Produced Identification _____

Type of Identification Produced _____

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TALLAHASSEE, FLORIDA