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SMITH MACKINNON, PA

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JOHN P. GREELEY

August 18, 2011

Via Federal Express

Department of State
Attention: Karon Beyer
Division of Corporations
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Platinum Bank Holding Company
Brandon, Florida

Dear Karon:

Enclosed are three manually signed originals of Articles of Incorporation for Platinum Bank Holding Company, accompanied by our check in the amount of \$87.50 payable to the Florida Secretary of State for the filing fees and the receipt of two certified copies.

Also enclosed is a copy of correspondence from the Florida Office of Financial Regulation dated August 17, 2011 authorizing the use of the name.

If you have any questions regarding the foregoing, please call me at your convenience. As always, we appreciate your assistance.

Very truly yours,


John P. Greeley

JPG:erw

Enclosures

Copy to: Jerry M. Kyle
President and Chief Executive Officer
Platinum Bank

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J. THOMAS CARDWELL
COMMISSIONER

August 17, 2011

John P. Greeley, Esq.
Smith MacKinnon, PA
255 S. Orange Avenue, Suite 800
Orlando, FL 32801

Re: Platinum Bank Holding Company

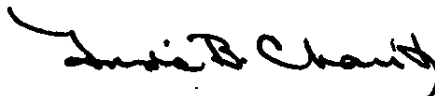
Dear Mr. Greeley:

Reference is made to your recent e-mail requesting approval of the above-referenced name which will be the holding company for Platinum Bank, a state of Florida chartered bank located in Brandon, Florida.

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

Sincerely,



Linda B. Charity
Director

LBC:bk

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

ARTICLES OF INCORPORATION
OF
PLATINUM BANK HOLDING COMPANY

The undersigned, being of legal age and desiring to form a corporation (hereinafter referred to as the "Corporation") pursuant to the provisions of the Florida Business Corporation Act, as amended (such Act, as amended from time to time, is hereinafter referred to as the "Act"), executes the following Articles of Incorporation.

ARTICLE I

Name

The name of the Corporation is Platinum Bank Holding Company

ARTICLE II

Duration

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall have perpetual duration unless sooner dissolved according to law.

ARTICLE III

Purpose and General Powers

The general purpose of the Corporation shall be the transaction of any and all lawful business for which corporations may be incorporated under the Act. The Corporation shall have all of the powers enumerated in the Act and all such other powers as are not specifically prohibited to corporations for profit under the laws of the State of Florida.

ARTICLE IV

Capital Stock

A. **Number and Class of Shares Authorized; Par Value.**

The Corporation is authorized to issue the following shares of capital stock:

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(1) Common Stock. The aggregate number of shares of common stock (referred to in these Articles of Incorporation as "Common Stock") which the Corporation shall have authority to issue is 3,000,000 with a par value of \$5.00 per share.

B. Common Stock Voting Rights.

Each record holder of Common Stock shall be entitled to one vote for each share held. Holders of Common Stock shall have no cumulative voting rights in any election of directors of the Corporation.

C. Preemptive Rights.

Holders of Common Stock shall not have as a matter of right any preemptive or preferential right to subscribe for, purchase, receive, or otherwise acquire any part of any new or additional issue of stock of any class, whether now or hereafter authorized, or of any bonds, debentures, notes, or other securities of the Corporation, whether or not convertible into shares of stock of the Corporation.

ARTICLE V

Initial Registered Office and Agent; Principal Place of Business

The initial registered office of this Corporation shall be located at the City of Brandon, County of Hillsborough and State of Florida, and its address there shall be, at present, 802 West Lumsden Road, Brandon, Hillsborough County, Florida 33511, and the initial registered agent of the Corporation at that address shall be Jerry M. Kyle. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation. The principal place of business and the mailing address of the Corporation shall be: 802 West Lumsden Road, Brandon, Hillsborough County, Florida 33511.

ARTICLE VI

Initial Board of Directors

The initial Board of Directors of the Corporation shall consist of eleven (11) directors. The name and street address of the initial director of this Corporation is:

<u>Name</u>	<u>Address</u>
Lawrence M. Heard	802 West Lumsden Road, Brandon, Florida 33511
Clifton C. Curry	802 West Lumsden Road, Brandon, Florida 33511
Ross S. Elsberry	802 West Lumsden Road, Brandon, Florida 33511

Dr. W. Edward Gonzalez, Jr.	802 West Lumsden Road, Brandon, Florida 33511
Joseph M. Williams	802 West Lumsden Road, Brandon, Florida 33511
Kenneth D. Ely	802 West Lumsden Road, Brandon, Florida 33511
Jerry M. Kyle	802 West Lumsden Road, Brandon, Florida 33511
Amy Carey Lee	802 West Lumsden Road, Brandon, Florida 33511
Jack D. Suarez	802 West Lumsden Road, Brandon, Florida 33511
Richard E. Straughn	802 West Lumsden Road, Brandon, Florida 33511
Robert F. Harper IV	802 West Lumsden Road, Brandon, Florida 33511

The number of Directors of this Corporation shall be the number from time to time fixed by the Shareholders, or by the Directors, in accordance with the terms and conditions of the Bylaws, but at no time shall said number of Directors be less than one.

ARTICLE VII

Incorporator

The name and street address of the person signing these Articles of Incorporation as Incorporator are:

Jerry M. Kyle
802 West Lumsden Road
Brandon, Florida 33511

ARTICLE VIII

Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE IX

Amendment

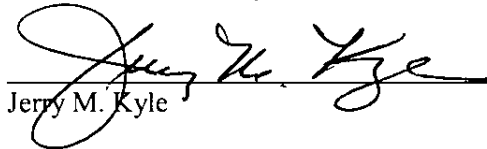
This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X

Headings and Captions

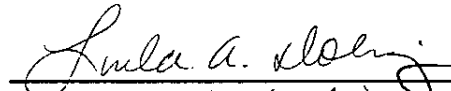
The headings or captions of these various Articles of Incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned does hereby make and file 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 day of August, 2011.


Jerry M. Kyle

STATE OF FLORIDA)
COUNTY OF HILLSBOROUGH)

The foregoing instrument was acknowledged before me this 8th day of August, 2011, by Jerry M. Kyle.


Printed Name: Linda A. Doling
Notary Public, State of Florida

Personally Known ☒ or Produced Identification ☐
Type of Identification Produced _____



**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

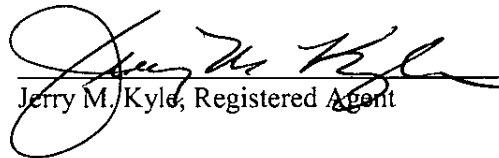
In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

Platinum Bank Holding Company (the "Corporation") desiring to organize as a domestic corporation or qualify under the laws of the State of Florida has named and designated Jerry M. Kyle as its Registered Agent to accept service of process within the State of Florida with its registered office located at 802 West Lumsden Road, Brandon, Florida 33511.

ACKNOWLEDGMENT

Having been named as Registered Agent for the Corporation at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations relating to service as a registered agent, as the same may apply to the Corporation; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated this 8 day of August, 2011.



Jerry M. Kyle, Registered Agent

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