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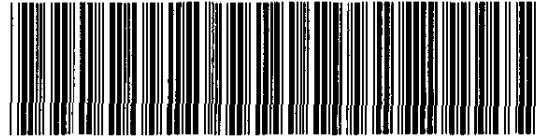
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DIVISION OF CORPORATIONS
11 AUG 26 AM 11:58

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

August 25, 2011

Via Federal Express

Ms. Karon Beyer
Florida Secretary of State
Division of Corporations
Bureau of Corporate Records
409 East Gaines Street
Tallahassee, FL 32399

Re: The BANKshares of Florida, Inc.

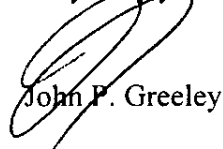
Dear Karon:

Enclosed are three manually signed originals of the Articles of Incorporation for The BANKshares of Florida, Inc. These should replace the Articles of Incorporation that were previously send to you on behalf of The BANKshares, Inc.

Please apply the filing fee that accompanied The BANKshares, Inc. filing, and return two certified copies of the filed Articles of Incorporation at your earliest convenience.

As always, we very much appreciate your assistance.

Very truly yours,



John P. Greeley

JPG:erw

Enclosures

Copy to: Donald J. McGowan w/o enclosure
President and Chief Executive Officer
The BANKshares of Florida, Inc.



PROTECT | REGULATE | INVESTIGATE | ENFORCE

FLORIDA
OFFICE OF
FINANCIAL
REGULATION



STREET ADDRESS: 101 East Gaines Street, Suite 636 • PHONE (850) 410-9800 • FAX (850) 410-9548
MAILING ADDRESS: Division of Financial Institutions, 200 East Gaines Street, Tallahassee, FL 32399-0371
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J. THOMAS CARDWELL
COMMISSIONER

August 17, 2011

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DIVISION OF CORPORATIONS
11 AUG 26 AM 11:58

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

Re: The BANKshares of Florida, Inc.

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 BankFirst, a state of Florida chartered bank located in Winter Park, 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
THE BANKSHARES OF FLORIDA, INC.

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 The BANKshares of Florida, Inc.

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 30,000,000 with a par value of \$0.01 per share.

(2) Preferred Stock. The aggregate number of shares of preferred stock (referred to in these Articles of Incorporation as "Preferred Stock") which the Corporation shall have authority to issue is 10,000,000 with a par value of \$0.01 per share.

B. Description of the Common Stock.

The terms, preferences, limitations and relative rights of the shares of Common Stock are as follows:

1. Voting. Except as otherwise provided by law, on all matters on which the holders of Common Stock shall be entitled to vote, each share of Common Stock shall entitle the holder thereof to one vote per share.

2. Dividends. Subject to the express terms of any series of the Preferred Stock outstanding from time to time, such dividend or distribution as may be determined by the Board of Directors of the Corporation may from time to time be declared and paid or made upon the Common Stock out of any source at the time lawfully available for the payment of dividends.

3. Liquidation. The holders of Common Stock shall be entitled to share ratably upon any liquidation, dissolution or winding up of the affairs of the Corporation (voluntary or involuntary), all assets of the Corporation which are legally available for distribution, if any, remaining after payment of all debts and other liabilities and subject to the prior rights of any holders of Preferred Stock of the preferential amounts, if any, to which they are entitled.

4. 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.

C. Description of Shares of Preferred Stock.

The terms, preferences, limitations and relative rights of the shares of Preferred Stock are as follows:

(1) The Board of Directors is expressly authorized at any time and from time to time to provide for the issuance of shares of Preferred Stock in one or more series, with such voting powers, full or limited (including, by way of illustration and not limitation, in excess of one vote per share), or without voting powers, and with such designations, preferences and relative participating, option or other rights, qualifications, limitations or restrictions, as shall be fixed and determined in the resolution or resolutions providing for the issuance thereof adopted by the Board of Directors, and as are not stated and expressed in these Articles of Incorporation or any amendment hereto, including (but without limiting the generality of the foregoing) the following:

(a) The distinctive designation of such series and the number of shares which shall constitute such series, which number may be increased (except where otherwise provided by the Board of Directors in creating such series) or decreased (but not below the number of shares thereof then outstanding) from time to time by resolution of the Board of Directors; and

(b) The rate and manner of payment of dividends payable on shares of such series, including the dividend rate, date of declaration and payment, whether dividends shall be *cumulative*, and the conditions upon which and the date from which such dividends shall be *cumulative*; and

(c) Whether shares of such series shall be redeemed, the time or times when, and the price or prices at which, shares of such series shall be redeemable, the redemption price, the terms and conditions of redemption, and the sinking fund provisions, if any, for the purchase or redemption of such shares; and

(d) The amount payable on shares of such series and the rights of holders of such shares in the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation; and

(e) The rights, if any, of the holders of shares of such series to convert such shares into, or exchange such shares for, shares of Common Stock, other securities, or shares of any other class or series of Preferred Stock and the terms and conditions of such conversion or exchange; and

(f) The voting rights, if any, and whether full or limited, of the shares of such series, which may include no voting rights, one vote per share, or such higher number of votes per share as may be designated by the Board of Directors; and

(g) The preemptive or preferential rights, if any, of the holders of shares of such series 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 with the Corporation.

(2) Except in respect of the relative rights and preferences that may be provided by the Board of Directors as hereinbefore provided, all shares of Preferred Stock shall be identical, and each share of a series shall be identical in all respects with the other shares of the same series. When payment of the consideration for which shares of Preferred Stock are to be issued shall have been received by the Corporation, such shares shall be deemed to be fully paid and nonassessable.

D. Description of Series A Preferred Stock.

Pursuant to the authority vested in the Board of Directors in Article IV Section C, there is hereby created and the Corporation be and hereby is authorized to issue from the authorized shares of preferred stock, 1,476,666 shares of preferred stock of the Corporation which are designated as "Series A Convertible Perpetual Preferred Stock," par value \$0.01 per share (the "Series A Preferred Stock"), and that the Series A Preferred Stock shall have the following powers, preferences and relative, participating, optional or other rights, and the following qualifications, limitations and restrictions:

Section 1. Designation.

There is hereby created out of the authorized and unissued shares of preferred stock of the Corporation a series of preferred stock designated as the "Series A Convertible Perpetual Preferred Stock" (the "Series A Preferred Stock"). The number of shares constituting such series shall be 1,476,666. The Series A Preferred Stock shall have \$0.01 par value per share.

Section 2. Ranking.

Except as set forth herein, the Common Stock and the Series A Preferred Stock shall have the same rights and privileges and shall rank equally, share ratably and be identical in all respects as to all matters, specifically including, but not limited to the following:

In case the Corporation shall: (i) pay a dividend in cash or shares of Common Stock or make a distribution in shares of Common Stock then the Corporation shall pay a similar dividend in cash or shares of Series A Preferred Stock or make a similar distribution of shares of the Series A Preferred Stock; (ii) subdivide its outstanding shares of Common Stock into a greater number of shares then the Corporation shall similarly subdivide its outstanding shares of Series A Preferred Stock; (iii) combine its outstanding shares of Common Stock into a smaller number of shares of Common Stock then the Corporation shall similarly combine its outstanding shares of Series A Preferred Stock; or (iv) issue by reclassification of its shares of Common Stock or capital reorganization other securities of the Corporation, then the Corporation shall similarly issue by reclassification the shares of Series A Preferred Stock or capital reorganization other securities of the Corporation with respect to the Series A Preferred Stock.

The Series A Preferred Stock shall rank junior to all future issuances of preferred stock the terms of which do not expressly provide that it ranks on a parity with or junior to the Series A

Preferred Stock as to dividend rights and rights on liquidation, winding-up or dissolution of the Corporation.

Section 3. Definitions.

The following initially capitalized terms shall have the following meanings, whether used in the singular or the plural:

(a) "Business Day" means any day that is not Saturday or Sunday and that, in Orlando, Florida, is not a day on which banking institutions generally are authorized or obligated by law or executive order to be closed.

(b) "Common Stock" means the Corporation's shares of common stock.

(c) "Corporation" means The BANKshares of Florida, Inc., a Florida corporation.

(d) "Holder" means the Person in whose name the shares of the Series A Preferred Stock are registered, which may be treated by the Corporation as the absolute owner of the shares of Series A Preferred Stock for the purpose of making payment and settling the related conversions and for all other purposes.

(e) "Mandatory Conversion Date" has the meaning set forth in Section 5.

(f) "Notice of Mandatory Conversion" has the meaning set forth in Section 6(a).

(g) "Permissible Transfer" means a transfer by the Holder (i) to an affiliate of the Holder or the Corporation, (ii) in a widespread public distribution of Common Stock or Series A Preferred Stock of the Corporation, (iii) in which no transferee (or group of associated transferees) would receive 2% or more of any class of voting securities of the Corporation (including pursuant to a related series of such transfers), or (iv) to a transferee that would control more than a majority of the voting securities of the Corporation (not including voting securities such person is acquiring from the transferor).

(h) "Person" means a legal person, including any individual, corporation, estate, partnership, joint venture, association, joint-stock company, limited liability company or trust.

(i) "Series A Preferred Stock" has the meaning set forth in Section 1.

Section 4. Liquidation.

(a) In the event the Corporation voluntarily or involuntarily liquidates, dissolves or winds up, the Holders at the time shall be entitled to receive liquidating distributions per share of Series A Preferred Stock in an amount equal to the liquidating distributions per share of Common Stock,

plus an amount equal to (i) any accrued and unpaid dividends or other distributions (regardless of whether any dividends or other distributions are actually declared) and (ii) any authorized and declared but unpaid dividends or other distributions thereon to and including the date of such liquidation, out of assets legally available for distribution to the Corporation's stockholders, at the same time as any distribution of assets is made to the holders of the Common Stock and on a parity with the shares of Common Stock. After payment of the full amount of such liquidation distribution, the Holders shall not be entitled to any further participation in any distribution of assets by the Corporation.

(b) In the event the assets of the Corporation available for distribution to stockholders upon any liquidation, dissolution or winding-up of the affairs of the Corporation, whether voluntary or involuntary, shall be insufficient to pay in full the amounts payable with respect to all outstanding shares of the Series A Preferred Stock, Holders shall share ratably in any distribution of assets of the Corporation in proportion to the full respective liquidating distributions to which they would otherwise be respectively entitled.

(c) The Corporation's consolidation or merger with or into any other entity, the consolidation or merger of any other entity with or into the Corporation, or the sale of all or substantially all of the Corporation's property or business will not constitute its liquidation, dissolution or winding up.

Section 5. Mandatory Conversion.

Effective as of the date a Holder transfers any shares of Series A Preferred Stock (the "Mandatory Conversion Date") to a non-affiliate of the Holder in a Permissible Transfer, each such transferred share of Series A Preferred Stock shall automatically convert into one share of Common Stock as set forth below.

Section 6. Conversion Procedures.

(a) A Holder shall provide written notice of its intent to transfer shares of the Series A Preferred Stock at least three (3) Business Days prior to any transfer (such notice a "Notice of Mandatory Conversion"). In addition to any information required by applicable law or regulation, the Notice of Mandatory Conversion shall state, as appropriate:

- (i) the intended date of transfer;
- (ii) the number of shares of Series A Preferred Stock proposed to be transferred by a Holder; and
- (iii) information concerning the proposed transferee sufficient to allow the Corporation's transfer agent to effect issuance of shares of Common Stock to such transferee.

(b) Effective immediately prior to the close of business on the Mandatory Conversion Date with respect to any shares of Series A Preferred Stock, dividends shall no longer be declared on any such shares of Series A Preferred Stock and such shares of Series A Preferred Stock shall cease to be outstanding, in each case, subject to the right of the Holder's transferee to receive (i) shares of Common Stock issuable upon such mandatory conversion, and (ii) any declared and unpaid dividends or other distributions on such shares, as applicable.

(c) Shares of Series A Preferred Stock duly converted in accordance with these Articles of Incorporation or otherwise reacquired by the Corporation, will resume the status of authorized and unissued Series A Preferred Stock and available for future issuance. The Corporation may from time-to-time take such appropriate action as may be necessary to reduce the authorized number of shares of Series A Preferred Stock; *provided, however*, that the Corporation shall not take any such action if such action would reduce the authorized number of shares of Series A Preferred Stock below the number of shares of Series A Preferred Stock then outstanding.

(d) The Person or Persons entitled to receive the Common Stock and/or cash, securities or other property issuable upon conversion of Series A Preferred Stock shall be treated for all purposes as the record holder(s) of such shares of Common Stock and/or securities as of the close of business on the Mandatory Conversion Date with respect thereto. Notwithstanding anything herein to the contrary, in the event that a Holder shall not by written notice designate the name in which shares of Common Stock and/or cash, securities or other property (including payments of cash in lieu of fractional shares) to be issued or paid upon conversion of shares of Series A Preferred Stock should be registered or paid or the manner in which such shares should be delivered, the Corporation shall be entitled to withhold issuance of the Common Stock until such time as the Holder provides the required information.

(e) In a transfer of Series A Preferred Stock to a non-affiliate of the Holder, the transferee must surrender certificates representing such shares to the Corporation, together with documentation reasonably satisfactory to the Corporation that such transferee has acquired such shares in a Permissible Transfer, and, if required, the furnishing of appropriate endorsements and transfer documents and the payment of all transfer and similar taxes.

Section 7. Voting Rights.

(a) Holders will not have any voting rights, including the right to elect any directors, except (i) voting rights, if any, required by law and (ii) voting rights described in Section 7(b).

(b) So long as any shares of Series A Preferred Stock are outstanding, the vote or consent of the Holders of a majority of the shares of Series A Preferred Stock at the time outstanding, voting as a single class, given in person or by proxy, either in writing without a meeting or by vote at any meeting called for the purpose, will be necessary for effecting or validating any of the following actions, whether or not such approval is required by Florida law:

- (i) any amendment, alteration or repeal (including by means of a merger, consolidation or otherwise) of any provision of these Articles of Incorporation or the Corporation's bylaws that would alter or change the rights, preferences or privileges of the Series A Preferred Stock so as to affect them adversely; or
- ii) the consummation of a binding share exchange or reclassification involving the Series A Preferred Stock or a merger or consolidation of the Corporation with another entity, except that the Holders will have no right to vote under this provision or under Florida law if in each case (a) the Series A Preferred Stock remains outstanding or, in the case of any such merger or consolidation with respect to which the Corporation is not the surviving or resulting entity, is converted into or exchanged for preference securities of the surviving or resulting entity or its ultimate parent, that is an entity organized and existing under the laws of the United States of America, any state thereof or the District of Columbia, and (b) such Series A Preferred Stock remaining outstanding or such preference securities, as the case may be, have such rights, preferences, privileges and voting powers, taken as a whole, as are not materially less favorable to the Holders thereof than the rights, preferences, privileges and voting powers of the Series A Preferred Stock, taken as a whole;

provided, however, that any increase in the amount of the authorized preferred stock or any securities convertible into preferred stock or the creation and issuance, or an increase in the authorized or issued amount, of any series of preferred stock or any securities convertible into preferred stock ranking equally with and/or junior to the Series A Preferred Stock with respect to the payment of dividends or other distributions (whether such dividends or other distributions are cumulative or non-cumulative) and/or the distribution of assets upon the Corporation's liquidation, dissolution or winding up will not, in and of itself, be deemed to adversely affect rights, preferences or privileges of the Series A Preferred Stock and, to the fullest extent permissible by Florida law, Holders will have no right to vote solely by reason of such an increase, creation or issuance.

(c) Notwithstanding the foregoing, Holders shall not have any voting rights if, at or prior to the effective time of the act with respect to which such vote would otherwise be required, all outstanding shares of Series A Preferred Stock shall have been converted into shares of Common Stock.

(d) If the Board of Governors of the Federal Reserve determines that the Series A Preferred Stock is classified as "voting stock" for the purposes of the Bank Holding Company Act,

the Holders and the Corporation will make such reasonable modifications to the voting rights in this Section 7 so that the Series A Preferred Stock is no longer considered "voting stock."

Section 8. Reservation of Common Stock.

(a) The Corporation shall at all times reserve and keep available out of its authorized and unissued Common Stock, solely for issuance upon the conversion of shares of Series A Preferred Stock as provided in these Articles of Incorporation, free from any preemptive or other similar rights, such number of shares of Common Stock as shall from time to time be issuable upon the conversion of all the shares of Series A Preferred Stock then outstanding.

(b) All shares of Common Stock delivered upon conversion of the Series A Preferred Stock shall be duly authorized, validly issued, fully paid and non-assessable, free and clear of all liens, claims, charges, security interests and other encumbrances.

(c) Prior to the delivery of any securities that the Corporation shall be obligated to deliver upon conversion of the Series A Preferred Stock, the Corporation shall use its reasonable best efforts to comply with all federal and state laws and regulations thereunder requiring the registration of such securities with, or any approval of or consent to the delivery thereof by, any governmental authority.

(d) The Corporation hereby covenants and agrees that, if at any time any shares of the Common Stock shall be listed on The NASDAQ Capital Market or any other national securities exchange or automated quotation system, the Corporation will, if permitted by the rules of such exchange or automated quotation system, list and keep listed, so long as any shares of the Common Stock shall be so listed on such exchange or automated quotation system, all the Common Stock issuable upon conversion of the Series A Preferred Stock.

Section 9. Replacement Certificates.

(a) The Corporation shall replace any mutilated certificate at the Holder's expense upon surrender of that certificate to the Corporation. The Corporation shall replace certificates that become destroyed, stolen or lost at the Holder's expense upon delivery to the Corporation of satisfactory evidence that the certificate has been destroyed, stolen or lost, together with any indemnity that may be required by the Corporation.

(b) The Corporation shall not be required to issue any certificates representing the Series A Preferred Stock on or after the Mandatory Conversion Date. In place of the delivery of a replacement certificate following the Mandatory Conversion Date, the Corporation, upon delivery of the evidence and indemnity described in clause (a) above, shall deliver the shares of Common Stock pursuant to the terms of the Series A Preferred Stock formerly evidenced by the certificate.

Section 10. Miscellaneous.

(a) All notices referred to herein shall be in writing, and, unless otherwise specified herein, all notices hereunder shall be deemed to have been given upon the earlier of receipt thereof or three (3) Business Days after the mailing thereof if sent by registered or certified mail (unless first-class mail shall be specifically permitted for such notice under the terms of this Certificate of Designation) with postage prepaid, addressed: (i) if to the Corporation, Attention: Chief Financial Officer, Secretary and Treasurer, 1031 West Morse Blvd., Suite 323, Winter Park, Florida 32789, or (ii) if to any Holder, to such Holder at the address of such Holder as listed in the stock record books of the Corporation, or (iii) to such other address as the Corporation or any such Holder, as the case may be, shall have designated by notice similarly given.

(b) The Corporation shall pay any and all stock transfer and documentary stamp taxes that may be payable in respect of any issuance or delivery of shares of Series A Preferred Stock or shares of Common Stock or other securities issued on account of Series A Preferred Stock pursuant hereto or certificates representing such shares or securities. The Corporation shall not, however, be required to pay any such tax that may be payable in respect of any transfer involved in the issuance or delivery of shares of Series A Preferred Stock or Common Stock or other securities in a name other than that in which the shares of Series A Preferred Stock with respect to which such shares or other securities are issued or delivered were registered, or in respect of any payment to any Person other than a payment to the registered holder thereof, and shall not be required to make any such issuance, delivery or payment unless and until the Person otherwise entitled to such issuance, delivery or payment has paid to the Corporation the amount of any such tax or has established, to the satisfaction of the Corporation, that such tax has been paid or is not payable.

(c) All payments on the shares of Series A Preferred Stock shall be subject to withholding and backup withholding of tax to the extent required by applicable law, subject to applicable exemptions, and amounts withheld, if any, shall be treated as received by the holders thereof.

(d) No share of Series A Preferred Stock shall have any rights of preemption whatsoever under these Articles of Incorporation as to any securities of the Corporation, or any warrants, rights or options issued or granted with respect thereto, regardless of how such securities, or such warrants, rights or options, may be designated issued or granted.

(e) The shares of Series A Preferred Stock shall not have any voting powers, preferences or relative, participating, optional or other special rights, or qualifications, limitations or restrictions thereof, other than as set forth herein or as provided by applicable law.

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 Winter Park, County of Orange and State of Florida, and its address there shall be, at present, 1031 West Morse Blvd., Suite 323, Winter Park, Orange County, Florida 32789, and the initial registered agent of the Corporation at that address shall be Donald J. McGowan. 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: 1031 West Morse Blvd., Suite 323, Winter Park, Orange County, Florida 32789.

ARTICLE VI

Initial Board of Directors

The initial Board of Directors of the Corporation shall consist of eight (8) directors. The name and street address of the initial directors of this Corporation are:

<u>Name</u>	<u>Address</u>
James T. Barnes, Jr.	1031 West Morse Blvd., Suite 323, Winter Park, FL 32789
Dale A. Dettmer	1031 West Morse Blvd., Suite 323, Winter Park, Florida 32789
Robert B. Goldstein	1031 Morse Blvd., Suite 323, Winter Park, Florida 32789
Ralph V. Hadley III	1031 West Morse Blvd., Suite 323, Winter Park, Florida 32789
Allan E. Keen	1031 West Morse Blvd., Suite 323, Winter Park, Florida 32789
Craig M. McAllaster	1031 Morse Blvd., Suite 323, Winter Park, Florida 32789
Donald J. McGowan	1031 Morse Blvd., Suite 323, Winter Park, Florida 32789
Mark Merlo	1031 Morse Blvd., Suite 323, Winter Park, Florida 32789.

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:

Donald J. McGowan
1031 West Morse Blvd., Suite 323
Winter Park, Florida 32789

ARTICLE VIII

Bylaws

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

ARTICLE IX

Amendment

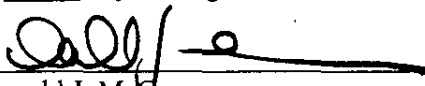
This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

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.

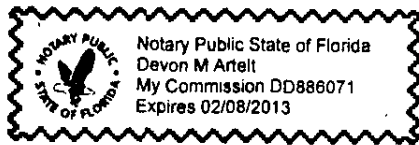
IN WITNESS WHEREOF, the undersigned does hereby make and file these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets his hand and seal this 22 day of August, 2011.

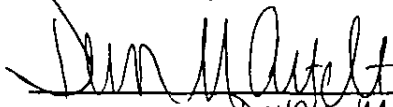


Donald J. McGowan

STATE OF FLORIDA)
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 22 day of August, 2011, by Donald J. McGowan.




Printed Name: Devon M Artelt
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**

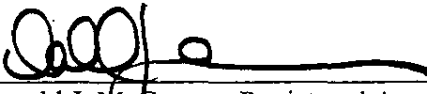
In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

The BANKshares of Florida, Inc. (the "Corporation") desiring to organize as a domestic corporation or qualify under the laws of the State of Florida has named and designated Donald J. McGowan as its Registered Agent to accept service of process within the State of Florida with its registered office located at 1031 West Morse Blvd., Suite 323, Winter Park, Florida 32789.

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 22nd day of August, 2011.



Donald J. McGowan, Registered Agent