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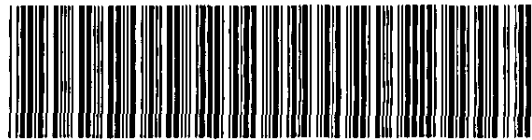
(Business Entity Name)

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2012 MAY 31 A 9:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA




Linda B. Charity
Interim Commissioner

INTEROFFICE COMMUNICATION

DATE: May 30, 2012

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

FROM: John A. Pullen, Division of Financial Institutions 

SUBJECT: Formation of Community Bank Acquisition Subsidiary, Merger of Community Bank Acquisition Subsidiary into The Palm Bank, and Merger of The Palm Bank with and into C1 Bank

Please file the following documents for the above-referenced institutions, using May 31, 2012, as the effective date:

- Articles of Incorporation of Community Bank Acquisition Subsidiary (original and one copy)
- Articles of Merger of Community Bank Acquisition Subsidiary into The Palm Bank (original and three copies); and
- Articles of Merger of The Palm Bank into C1 Bank (original and three copies)

Please make the following distribution of certified copies of the merger documents:

- (1) One copy of each document to: Office of Financial Regulation
Division of Financial Institutions
200 East Gaines Street
Tallahassee, Florida 32399-0371
- (2) Two copies of each merger document to: Bowman Brown, Esquire
Shutts & Bowen LLP
1500 Miami Center
201 South Biscayne Boulevard
Miami, Florida 33131

Also attached are three checks (\$78.75, \$96.25, and \$96.25) which represent payment of applicable fees. If there is an over-payment of fees, please remit a refund to Shutts & Bowen LLP at the above noted address. If there is an under-payment, or if you have any questions, please call Bowman Brown, Esquire at (305) 379-9107.

Enclosures

**ARTICLES OF INCORPORATION OF
COMMUNITY BANK ACQUISITION SUBSIDIARY**

The undersigned, acting as directors for the purpose of forming a corporation in accordance with the Laws of the State of Florida, adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be Community Bank Acquisition Subsidiary and its initial place of business shall be 2025 Lakewood Ranch Boulevard in the City of Lakewood Ranch, in the County of Manatee, and the State of Florida. These Articles shall be effective as of May 31, 2012.

ARTICLE II

This corporation shall be organized as a successor institution in accordance with Section 658.40(4), Florida Statutes.

ARTICLE III

The total number of shares authorized to be issued by the corporation shall be 100. Such shares shall be of a single class and shall have a par value of \$1.00 per share. The corporation shall begin business with at least \$100 in paid-in capital stock to be divided into 100 shares. The amount of surplus with which the corporation will begin business will be not less than \$0 and the amount of undivided profits, not less than \$0 all of which (capital stock, surplus, and undivided profits) shall be paid in cash.

ARTICLE IV

The term for which said corporation shall exist shall be one (1) year.

ARTICLE V

The initial board of directors shall consist of at least five (5) members. The names and street addresses of the first directors of the corporation are:

<u>NAME</u>	<u>STREET ADDRESS</u>
Trevor R. Burgess	300 Beach Drive N.E., Apt. 2201, St. Petersburg, FL 33701
Phillip L. Burghardt	9914 Clubhouse Dr., Bradenton, FL 34202
Robert P. Glaser	475 2 nd St. N., #702, St. Petersburg, FL 33701
Kathryn B. Pemble	615 16 th Ave. N.E., St. Petersburg, FL 33704
William H. Sedgeman Jr.	3404 Shadowood Dr., Valrico, FL 33594

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SECRETARY OF STATE

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2012 MAY 25 PM 12:18
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ARTICLE VI


The name and address of the initial registered agent of the corporation are:


Ryan Snyder, Esq.
11031 Gatewood Drive
Bradenton, Florida 34211


[Signature page follows]

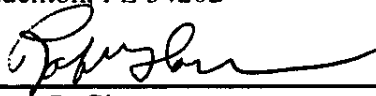
In witness of the foregoing, the undersigned directors have executed these Articles of Incorporation this 23 day of May, 2012.


Trevor R. Burgess
300 Beach Drive N.E., Apt. 2201
St. Petersburg, FL 33701


Kathryn B. Pemble
615 16th Ave. N.E.
St. Petersburg, FL 33704


Phillip L. Burghardt
9914 Clubhouse Dr.
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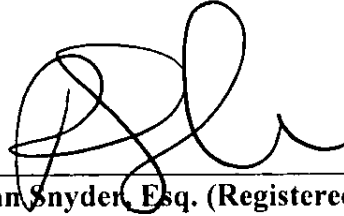
William H. Sedgeman Jr.
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Robert P. Glaser
475 2nd St. N., #702
St. Petersburg, FL 33701

ACCEPTANCE BY REGISTERED AGENT

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.

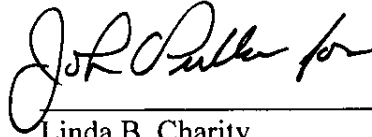
Dated: May 21, 2012

A handwritten signature in black ink, appearing to read 'Ryan Snyder', is written over a horizontal line.

Ryan Snyder, Esq. (Registered Agent)

APPROVAL

Approved by the Office of Financial Regulation this 30th day of May,
2012.



Linda B. Charity
Director
Division of Financial Institutions

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA