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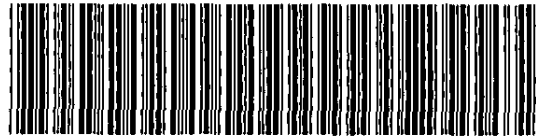
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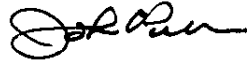
Drew J. Breakspear  
Commissioner

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INTEROFFICE COMMUNICATION

DATE: April 25, 2014

TO: Brenda Tadlock, Department of State  
Division of Corporations - Bureau of Commercial Recordings

FROM: John A. Pullen, Division of Financial Institutions 

SUBJECT: Calusa Bank

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Please file the following documents for the above-referenced institution, using **Close of Business April 25, 2014**, as the effective date and time: Articles of Incorporation of Calusa Bank (original and two copies).

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

(1) One copy to: John A. Pullen  
Office of Financial Regulation  
Division of Financial Institutions  
200 East Gaines Street  
Tallahassee, Florida 32399-0371

(2) One copy to: Richard Pearlman, Esquire  
Adams and Reese LLP  
2457 Care Drive  
Tallahassee, Florida 32308

Attached is a \$105.00 check which represents payment of applicable fees. If there is an over-payment of fees, please remit a refund to Adams and Reese LLP at the above address. If there is an under-payment, or if you have any questions, please call Richard Pearlman, Esquire at (850) 702-5782.

Enclosures

**ARTICLES OF INCORPORATION**  
**OF**  
**CALUSA BANK**

14 APR 25 PM 5: 00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporators for the purpose of forming a corporation under and by virtue of the Laws of the State of Florida, adopts the following Articles of Incorporation.

**ARTICLE I**

The name of the corporation shall be Calusa Bank ("Bank"). Its initial place of business and mailing address shall be 3105 Tamiami Trail, Punta Gorda, Florida 33950.

**ARTICLE II**

The general nature of the business to be transacted by the Bank 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, which regulate the organization, powers, and management of banking corporations.

**ARTICLE III**

The total number of shares authorized to be issued by the Bank shall be 5,000,000 shares of common stock with \$5.00 par value per share. The Bank shall begin business with at least \$10,235,000 in paid-in common capital stock to be divided into 2,047,000 shares of common stock. The amount of surplus with which the Bank will begin business will be not less than \$10,715,000, all of which (capital stock and surplus) shall be paid in cash.

**ARTICLE IV**

The term for which said Bank 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. A majority of the full board of directors or of the shareholders may, at any time during the year following the annual meeting of shareholders, increase the number of directors by not more than two directors, and appoint persons to fill resulting vacancies.

The names and addresses of the first directors of the Bank are:

**Name**

**Address**

Lewis S. Albert

3105 Tamiami Trail, Punta Gorda, Florida 33950

David A. Holmes

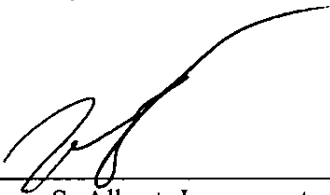
3105 Tamiami Trail, Punta Gorda, Florida 33950

Todd H. Katz

3105 Tamiami Trail, Punta Gorda, Florida 33950

C. Barbara Laishley	3105 Tamiami Trail, Punta Gorda, Florida 33950
Todd Rebol	3105 Tamiami Trail, Punta Gorda, Florida 33950
Catherine P. Sanders	3105 Tamiami Trail, Punta Gorda, Florida 33950
Larry A. Tenbusch	3105 Tamiami Trail, Punta Gorda, Florida 33950

In witness of the foregoing, the undersigned Incorporators executed these Articles of Incorporation this 14<sup>th</sup> day of March, 2014. We each submit this document and affirm that the facts stated herein are true. We are each aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in Section 817.155, Florida Statutes.

  
\_\_\_\_\_  
Lewis S. Albert, Incorporator  
\_\_\_\_\_  
Todd H. Katz, Incorporator

*Articles of Incorporation of Calusa Bank approved by the Office of Financial Regulation this ~~25th~~ day of April, 2014.*

Tallahassee, Florida

  
\_\_\_\_\_  
Robert D. Hayes, Director  
Division of Financial Institutions

**CERTIFICATE DESIGNATING  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, *Florida Statutes*, the undersigned corporation, organized under the Laws of the State of Florida, submits the following statement in designating the Registered Office/Registered Agent, in the State of Florida:

1. The name of the corporation is: Calusa Bank.
2. The name and address of the registered agent and office is:

Lewis S. Albert  
3105 Tamiami Trail  
Punta Gorda, Florida 33950

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.

  
\_\_\_\_\_  
Lewis S. Albert

  
\_\_\_\_\_  
Date