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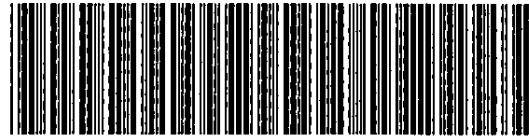
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FILED
14 JUN 30 PM 5:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA



Drew J. Breakspear
Commissioner

INTEROFFICE COMMUNICATION

DATE: June 30, 2014

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

FROM: Matthew Kirchharr, Division of Financial Institutions *MK*

SUBJECT: Old Florida Bank

Please file the following documents for the above-referenced institution, using **Close of Business June 30, 2014**, as the effective date and time: Articles of Incorporation of Old Florida Bank (original and two copies).

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

- (1) One copy to: Matthew Kirchharr
Office of Financial Regulation
Division of Financial Institutions
200 East Gaines Street
Tallahassee, Florida 32399-0371
- (2) One copy to: John P. Greeley, Esquire
Smith Mackinnon, PA
Suite 800
255 South Orange Avenue
Orlando, Florida 32801

Attached is an \$52.50 check which represents payment of applicable fees. If there is an over-payment of fees, please remit a refund to Old Florida Bank at the above address. If there is an under-payment, or if you have any questions, please call John P. Greeley, Esquire at (407) 982-5759.

Enclosures

**ARTICLES OF INCORPORATION
OF
OLD FLORIDA BANK**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, 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 Old Florida Bank and its initial place of business shall be 315 E. Robinson Street, Suite 100, Orlando, Florida 32801.

ARTICLE II

This corporation is incorporated by conversion from a national banking association.

ARTICLE III

The general nature of the business to be transacted by this corporation 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, regulating the organization, powers, and management of banking corporations.

ARTICLE IV

The total number of shares authorized to be issued by the corporation shall be 425,000. Such shares shall be of a single class and shall have a par value of \$20.00 per share. Upon the filing of these Articles of Incorporation, the corporation shall have at least \$8,500,000 in paid-in-common capital stock to be divided into 425,000 shares. The amount of surplus with which the corporation shall have upon the filing of these Articles of Incorporation shall be not less than \$59,000,000.

ARTICLE V

The term for which said corporation shall exist shall be perpetual unless terminated pursuant to the Florida Financial Institutions Codes.

ARTICLE VI

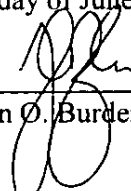
The number of directors shall not be fewer than five (5). A majority of the full board of directors may, at any time during the year following the annual meeting of shareholders, increase the number of directors by not more than two and appoint persons to fill the resulting vacancies. The names and street addresses of the directors of the corporation upon the adoption of these Articles of Incorporation are:

<u>Name</u>	<u>Street Address</u>
A. David Bates	315 E. Robinson Street, Suite 100, Orlando, Florida 32801
Dennis L. Buhring	315 E. Robinson Street, Suite 100, Orlando, Florida 32801
Randy O. Burden	315 E. Robinson Street, Suite 100, Orlando, Florida 32801
John O. Burden, Sr.	315 E. Robinson Street, Suite 100, Orlando, Florida 32801
James P. Caruso	315 E. Robinson Street, Suite 100, Orlando, Florida 32801
Tracy S. Forrest	315 E. Robinson Street, Suite 100, Orlando, Florida 32801
G. Geoffrey Longstaff	315 E. Robinson Street, Suite 100, Orlando, Florida 32801
Samuel D. Oswald	315 E. Robinson Street, Suite 100, Orlando, Florida 32801
Jack G. Prevost	315 E. Robinson Street, Suite 100, Orlando, Florida 32801
Michael L. Russ	315 E. Robinson Street, Suite 100, Orlando, Florida 32801
William M. Stange	315 E. Robinson Street, Suite 100, Orlando, Florida 32801
Craig T. Ustler	315 E. Robinson Street, Suite 100, Orlando, Florida 32801

ARTICLE VII

The name and street address of the person signing these Articles of Incorporation as incorporator is John O. Burden, Sr., 315 E. Robinson Street, Suite 100, Orlando, Florida 32801.

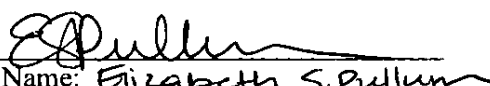
In witness of the foregoing, the undersigned incorporator has executed these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribe thereto and hereunto set his hand and seal this 25th day of June, 2014.



 John O. Burden, Sr.

STATE OF FLORIDA)
 COUNTY OF ORANGE)

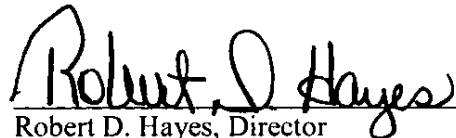
The foregoing instrument was acknowledged before me this 25th day of June, 2014, by John O. Burden, Sr..


 Printed Name: Elizabeth S. Pullum
 Notary Public - State of Florida at Large

Personally known or Produced Identification
 Type of Identification Produced

APPROVAL

Approved by the Florida Office of Financial Regulation this 30th day of June, 2014.


Robert D. Hayes, Director
Division of Financial Institutions

Tallahassee, Florida