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October 1, 2014

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Articles of Incorporation: FLAGLER BANCSHARES CORPORATION

Ladies and Gentlemen:

Enclosed for filing please find an original and a duplicate of Articles of Incorporation for Flagler Bancshares Corporation as well as a check payable to the Florida Department of State in the amount of \$70.00 for the filing fee. Please return a stamped copy of the filed Articles to the undersigned at the address in the footer below.

Thank you.

Very truly yours,

RIMON LAW P.A.

A handwritten signature in black ink, appearing to read "Mark H. Mirkin", written over the printed name.

Mark H. Mirkin



FLORIDA OFFICE OF FINANCIAL REGULATION

www.FLOFR.com

DREW J. BREAKSPEAR
COMMISSIONER

October 17, 2014

Mr. Mark Mirkin
112 Via Castilla
Jupiter, FL 33458

Re: Flagler Bancshares Corporation

Dear Mr. Mirkin:

Reference is made to your recent correspondence requesting approval of the above referenced name which will be the holding company for Flagler Bank, a state of Florida chartered bank located in West Palm Beach, 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,
A handwritten signature in black ink that reads "Robert D. Hayes".

Robert D. Hayes
Director

RDH:dlb

cc: Brenda Tadlock, Chief, Bureau of Commercial Recordings, Division of Corporations,
Department of State



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 13, 2014

MARK H. MIRKIN
112 BIA CASTILLA
JUPITER, FL 33458

SUBJECT: FLAGLER BANCSHARES CORPORATION
Ref. Number: W14000062303

We have received your document for FLAGLER BANCSHARES CORPORATION and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Written approval and clearance of the words BANK, BANC, BANCO, BANQUE, BANKER, BANKING, TRUST COMPANY, SAVINGS AND LOAN ASSOCIATION, SAVINGS BANK or CREDIT UNION, or words of similar import in any context or any manner must be obtained from the Office of Financial Regulation, pursuant to section 655.922(2a), Florida Statutes.

Enclosed is a "Corporate Name Approval Request" form to be completed and sent to the address indicated on the form. If the proposed name is approved by the Office of Financial Institutions, resubmit the document and the approval letter to the Division of Corporations for filing. The Office of Financial Institutions' phone number is 850-410-9800.

If your business entity does not intend to transact business until January 1st of the upcoming calendar year, you may wish to revise your document to include an effective date of January 1st. If you do not list an effective date of January 1st, your business entity will become effective this calendar year and it will be required to file an annual report and pay the required annual report fee for the upcoming calendar year this coming January, which is merely weeks away. By listing an effective date of January 1st, the entity's existence will not begin until January 1st of the upcoming year and will, therefore, postpone the entity's requirement to file an annual report and pay the required annual report filing fee until the following calendar year.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Jessica A Fason

ARTICLES OF INCORPORATION

of

FLAGLER BANCSHARES CORPORATION

The undersigned, for the purposes of incorporating a corporation under the Florida Business Corporation Act, does hereby execute these Articles of Incorporation and does hereby certify as follows:

FIRST: The name of the corporation (hereinafter called the "Corporation") is Flagler Bancshares Corporation. The principal place of business is 555 Northlake Blvd., North Palm Beach, Florida 33408.

SECOND: The address of the registered office of the Corporation in the State of Florida is 555 Northlake Blvd., North Palm Beach, Palm Beach County, Florida 33408, and the name of the registered agent at that address is Edward C. Sterling.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

FOURTH: The Corporation is authorized to issue ten million (10,000,000) shares of Common Stock, par value \$0.01 per share.

FIFTH: The Corporation shall continue to exist perpetually.

SIXTH: Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide. Meetings of shareholders may be held within or outside the State of Florida, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the Florida Business Corporation Act) outside the State of Florida at such place or places as might be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

SEVENTH: The Corporation has one (1) director initially. The name and address of the initial director are Edward C. Sterling, 555 Northlake Blvd., North Palm Beach, Florida 33408.

EIGHTH: A director of the Corporation shall, to the full extent permitted by the Florida Business Corporation Act as it now exists or as it may hereafter be amended, not be liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director. Neither any amendment nor repeal of this Article EIGHTH, nor the adoption of any provision of these Articles of Incorporation inconsistent with this Article EIGHTH, shall eliminate or reduce the effect of this Article EIGHTH in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article EIGHTH, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

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JACKSONVILLE, FLORIDA

NINTH: The Corporation shall, to the fullest extent permitted by the Florida Business Corporation Act as amended from time to time, indemnify all persons whom it may indemnify pursuant thereto.

TENTH: The incorporator of the Corporation is Mark H. Mirkin, Esq., whose mailing address is c/o Rimon Law P.A., 112 Via Castilla, Jupiter, Florida 33458.

I, the undersigned, being the incorporator hereinabove named, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act, do execute these Articles of Incorporation, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 5 day of September, 2014.



Mark H. Mirkin, Esq., Incorporator
Florida Bar No. 464694

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

The following is submitted in accordance with the requirements of Chapter 48.091 of the Florida Statutes:

Flagler Bancshares Corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation as 555 Northlake Blvd., North Palm Beach, Palm Beach County, Florida 33408, has named Edward C. Sterling as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated Corporation at the place designated in this Certificate, I hereby agree to act in this capacity and to comply with the provisions of Chapter 48.091 of the Florida Statutes relative to keeping open said office.


Edward C. Sterling

14 OCT 22 AM 7:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

940-330