

P14 0000 87338

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



800419167458

12/14/23--01007--001 \*\*280.00

FILED

2023 DEC 13 AM 10:43

CLERK OF COURT  
JUDICIAL CIRCUIT IN AND FOR  
THE NINTH JUDICIAL CIRCUIT  
TALLAHASSEE, FLORIDA



Commissioner Russell C. Weigel, III

December 13, 2023

VIA INTEROFFICE MAIL

Diane Cushing  
Administrator  
Amendment Section  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314-6327

Dear Diane Cushing:

Please file the enclosed documents in the following sequence, using the effective dates and times as stated (see documents for reference):

- File Restated Articles of Incorporation of Flagler Bank, **effective 11:56pm Eastern Time on December 14, 2023;**
- File Restated Articles of Incorporation of Flagler Bancshares Corporation, Inc., **effective 11:57pm Eastern Standard Time on December 14, 2023;**
- File Articles of Merger of Flagler Successor Bank with and into Flagler Bank, **effective 11:58pm Eastern Standard Time on December 14, 2023**
- File Articles of Merger of Flagler Bank with and into Dort Financial Credit Union, **effective 11:59pm Eastern Standard Time on December 14, 2023**

Enclosed is a check payable to the Florida Division of Corporations representing payment for the filing fees for the above-mentioned documents and two certified copies.

Check Nos.	Amount
# 25096	\$280.00

The distribution of the certified copies should be as follows:

(1) One copy to: Mr. John P. Greeley  
Smith Mackinnon, PA  
301 East Pine Street, Suite 750  
Orlando, Florida 32801  
Ph# 407-843-7300

RECEIVED

2023 DEC 13 AM 11:58

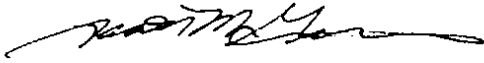
FILED

2023 DEC 18 AM 10:43

(2) One copy to: Office of Financial Regulation  
Division of Financial Institutions  
200 East Gaines Street  
Tallahassee, Florida 32399-0371

If you have any questions, please do not hesitate to me at (850) 410-9513.

Sincerely,



Jason M. Guevara  
Financial Administrator  
Division of Financial Institutions

FILED

2023 DEC 13 AM 10:43

**RESTATED ARTICLES OF INCORPORATION  
OF  
FLAGLER BANCSHARES CORPORATION**

Pursuant to the provisions of the Florida Financial Institutions Codes and Section 607.1007, Florida Statutes, Flagler Bancshares Corporation hereby amends and restates its Articles of Incorporation by adopting the following Restated Articles of Incorporation which shall take effect as of 11:57 p.m., Eastern Standard Time, on December 14, 2023.

**ARTICLE I**

The name of the corporation shall be Flagler Successor Bank and its place of business shall be located at 555 Northlake Blvd., North Palm Beach, Florida 33408.

**ARTICLE II**

The corporation shall be organized as a successor institution in accordance with Sections 658.40(4) and 658-42(2), Florida Statutes.

**ARTICLE III**

The total number of shares authorized to be issued by the corporation shall be 10,000,000. Such shares shall be of a single class of common stock and shall have a par value of \$1.00 per share. As of the filing of these Restated Articles of Incorporation, the corporation shall have (i) at least \$2,527,441 of paid-in common capital stock divided into 2,527,441 shares, (ii) surplus of at least \$11,028,904, and (iii) undivided profits of at least \$42,000,000, all of which (capital stock, surplus and undivided profits) paid in cash.

**ARTICLE IV**

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

**ARTICLE V**

The number of directors shall not be fewer than five (5). The names and street addresses of the directors of the corporation are:

Name	Street Address
Frank J. Hessel	555 Northlake Blvd., North Palm Beach, Florida 33408
Arnold L. Lampert	555 Northlake Blvd., North Palm Beach, Florida 33408
Ron T. Mackail	555 Northlake Blvd., North Palm Beach, Florida 33408
Ronald Y. Schram	555 Northlake Blvd., North Palm Beach, Florida 33408
Edward C. Sterling, III	555 Northlake Blvd., North Palm Beach, Florida 33408
Keith Stock	555 Northlake Blvd., North Palm Beach, Florida 33408
Gary Walk	555 Northlake Blvd., North Palm Beach, Florida 33408

2023 DEC 13 AM 10:43

FILED

STATE  
OF FLORIDA

## ARTICLE VI

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 VI, nor the adoption of any provision of these Restated Articles of Incorporation inconsistent with this Article VI, shall eliminate or reduce the effect of this Article VI in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article VI, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

## ARTICLE VII

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

## ARTICLE VIII

These Restated Articles of Incorporation consolidate all amendments into a single document and may be amended in the manner from time to time provided by law and the right conferred upon the shareholders by any provision of these Articles of Incorporation is hereby made subject to this reservation.

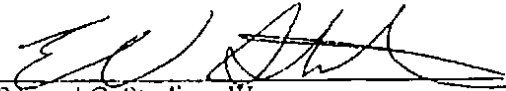
## ARTICLE IX

The name and street address of the person signing these Restated Articles of Incorporation as director is Edward C. Sterling, III, 555 Northlake Blvd., North Palm Beach, Florida 33408.

## CERTIFICATE

The foregoing Restated Articles of Incorporation were adopted by the (a) Board of Directors of the Corporation on December 12, 2022, and (b) holders of the outstanding shares of Common Stock, being the sole voting group entitled to vote on the Restated Articles of Incorporation, on March 10, 2023 and the number of votes cast for the Restated Articles of Incorporation was sufficient for approval by holders of Common Stock.

IN WITNESS WHEREOF, the undersigned Chairman of the Board of this Corporation has executed these Restated Articles of Incorporation on December 11, 2023.

  
Edward C. Sterling, III  
Chairman of the Board

2023 DEC 13 AM 10:43

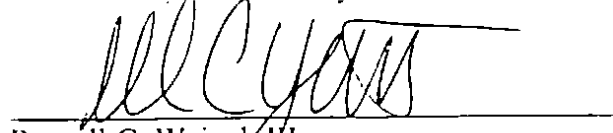
FILED

**Flagler Bancshares**

The foregoing Restated Articles of Incorporation of Flagler Bancshares Corporation are

APPROVED by the Office of Financial Regulation on this 12<sup>th</sup> day of December, 2023.

Tallahassee, Leon County, Florida

A handwritten signature in black ink, appearing to read "Russell C. Weigel, III", is written over a horizontal line.

Russell C. Weigel, III

Commissioner

Office of Financial Regulation

FILED

2023 DEC 13 AM 10:43

CLERK OF COURT  
JANET L. GRIFFIN