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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

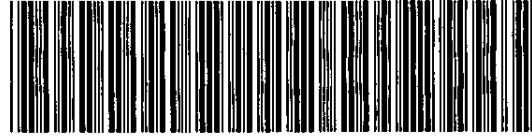
(Business Entity Name)

(Document Number)

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14 DEC -5 PM 3:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



DREW J. BREAKSPEAR
Commissioner

INTEROFFICE COMMUNICATION

DATE: December 5, 2014

TO: Lynn Schoffstall, Department of State
Division of Corporations - Bureau of Commercial Recordings

FROM: Matthew Kirchharr, Division of Financial Institutions

SUBJECT: Establish Coral Gables Interim Bank, Merger of Coral Gables Interim Bank into Bank of Coral Gables, LLC and the Merger of Bank of Coral Gables, LLC into First American Bank

Please file the attached "Articles of Incorporation" for Coral Gables Interim Bank (an original and 1 copy) and "Articles of Merger" (an original and 1 copy) for the merger of Coral Gables Interim Bank into Bank of Coral Gables, using 4:00 PM on December 5, 2014, as the effective time and date for the merger. Subsequently, please file the "Articles of Merger" (an original and 1 copy) for the merger of the Bank of Coral Gables into First American Bank.

Please file the documents in the following order:

1. File the Articles of Incorporation for Coral Gables Interim Bank
2. File the Articles of Merger for the merger of Coral Gables Interim Bank into Bank of Coral Gables, LLC to be effective at 4:00 PM.
3. File the Articles of Merger for the merger of Bank of Coral Gables, LLC into First American Bank.

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

- (1) One copy to: Office of Financial Regulation
Division of Financial Institutions
200 East Gaines Street
Tallahassee, Florida 32399-0371
- (1) One copy to: Mr. Dennis R. Wendte, Partner
Barrack, Ferrazzano, et. Al.
200 W. Madison Street, Ste. 3900
Chicago, IL 60606

Attached are checks in the amount of \$120.00, \$97.50, and \$83.50 which represent payment of applicable fees. If there is an over-payment or under-payment of fees, or if you have any questions, please call Dennis R. Wendte, Esquire at (312) 984-3100.

Attachments

14 DEC -5 PM 3:31

ARTICLES OF INCORPORATION OF
CORAL GABLES INTERIM BANK

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as director(s) for the purpose of forming a corporation under and by virtue of the Laws of the State of Florida, adopt(s) the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be Coral Gables Interim Bank and its initial place of business shall be 2295 Galiano Street in the City of Coral Gables, in the County of Miami-Dade County, and the State of Florida.

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 10. Such shares shall be of a single class and shall have a par value of \$1.00 per share. (Must have a minimum of one (1) share of authorized stock and a minimum of \$1.00 par value.) The corporation shall begin business with at least \$10 in paid-in capital stock to be divided into 10 shares, surplus of not less than \$10, and all of which capital stock and surplus shall be paid in cash.

ARTICLE IV

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

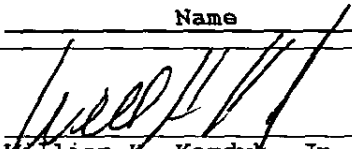
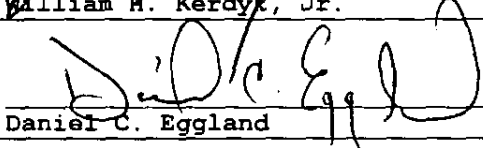


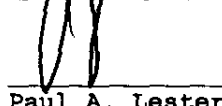
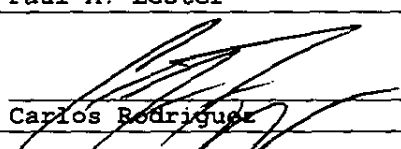
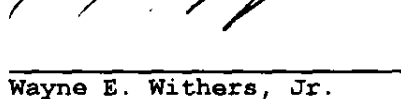
ARTICLE V

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:

| Name | Street Address |
|------------------------|--|
| William H. Kerdyk, Jr. | 2295 Galiano Street Coral Gables, Florida 33134 |
| Daniel C. Egglund | 2295 Galiano Street Coral Gables, Florida 33134 |

| <u>Name</u> | <u>Street Address</u> |
|-----------------------|--|
| Charles M. Dusseau | 2295 Galiano Street Coral Gables, Florida 33134 |
| Michael F. Kashtan | 2295 Galiano Street Coral Gables, Florida 33134 |
| Paul A. Lester | 2295 Galiano Street Coral Gables, Florida 33134 |
| Carlos Rodriguez | 2295 Galiano Street Coral Gables, Florida 33134 |
| Wayne E. Withers, Jr. | 2295 Galiano Street Coral Gables, Florida 33134 |

In witness of the foregoing, the undersigned directors have executed these Articles of Incorporation this 1 day of December, A.D. 2014.

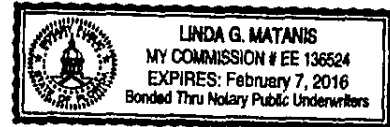
| <u>Name</u> | <u>Street Address</u> |
|--|--|
|  William H. Kerdyk, Jr. | 2295 Galiano Street Coral Gables, Florida 33134 |
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|  Michael F. Kashtan | 2295 Galiano Street Coral Gables, Florida 33134 |
|  Paul A. Lester | 2295 Galiano Street Coral Gables, Florida 33134 |
|  Carlos Rodriguez | 2295 Galiano Street Coral Gables, Florida 33134 |
|  Wayne E. Withers, Jr. | 2295 Galiano Street Coral Gables, Florida 33134 |

The foregoing instrument was acknowledged before me this 1st day of DECEMBER, 2014, by each of the directors listed above, each of whom is personally known to me and who did take an oath.

(SEAL)

Linda G. Matanis
Notary Public - State of Florida at Large

My Commission Expires: FEB. 7, 2016

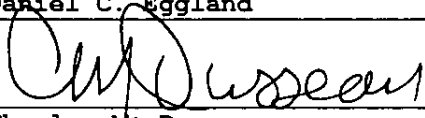
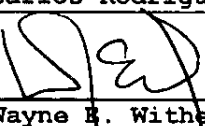


Approved by the Office of Financial Regulation this _____ day of _____, 20__ in Tallahassee, Florida.

Linda B. Charity
Deputy Director

| <u>Name</u> | <u>Street Address</u> |
|-----------------------|--|
| Charles M. Dusseau | 2295 Galiano Street Coral Gables, Florida 33134 |
| Michael F. Kashtan | 2295 Galiano Street Coral Gables, Florida 33134 |
| Paul A. Lester | 2295 Galiano Street Coral Gables, Florida 33134 |
| Carlos Rodriguez | 2295 Galiano Street Coral Gables, Florida 33134 |
| Wayne E. Withers, Jr. | 2295 Galiano Street Coral Gables, Florida 33134 |

In witness of the foregoing, the undersigned directors have executed these Articles of Incorporation this 2 day of December, A.D. 2014.

| <u>Name</u> | <u>Street Address</u> |
|--|--|
| William H. Kerdyk, Jr. | 2295 Galiano Street Coral Gables, Florida 33134 |
| Daniel C. Egglund | 2295 Galiano Street Coral Gables, Florida 33134 |
|  Charles M. Dusseau | 2295 Galiano Street Coral Gables, Florida 33134 |
| Michael F. Kashtan | 2295 Galiano Street Coral Gables, Florida 33134 |
| Paul A. Lester | 2295 Galiano Street Coral Gables, Florida 33134 |
| Carlos Rodriguez | 2295 Galiano Street Coral Gables, Florida 33134 |
|  Wayne E. Withers, Jr. | 2295 Galiano Street Coral Gables, Florida 33134 |

The foregoing instrument was acknowledged before me this 2nd day of DECEMBER, 2014, by each of the directors listed above, each of whom is personally known to me and who did take an oath.

(SEAL)

Linda G. Matanis
Notary Public - State of Florida at Large

My Commission Expires: FEB 7, 2016



Approved by the Office of Financial Regulation this _____ day of _____, 20__ in Tallahassee, Florida.

Linda B. Charity
Deputy Director