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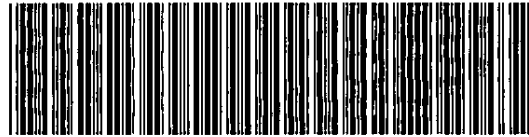
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
FOURTH STREET BANKING COMPANY**

The undersigned, being of legal age and desiring to form a corporation (hereinafter referred to as the "Corporation") pursuant to the provisions of the Florida Business Corporation Act, as amended (such Act, as amended from time to time, is hereinafter referred to as the "Act"), executes the following Articles of Incorporation.

ARTICLE I

Name

The name of the Corporation is Fourth Street Banking Company

ARTICLE II

Duration

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall have perpetual duration unless sooner dissolved according to law.

ARTICLE III

Purpose and General Powers

The general purpose of the Corporation shall be the transaction of any and all lawful business for which corporations may be incorporated under the Act. The Corporation shall have all of the powers enumerated in the Act and all such other powers as are not specifically prohibited to corporations for profit under the laws of the State of Florida.

ARTICLE IV

Capital Stock

A. **Number and Class of Shares Authorized; Par Value.**

The Corporation is authorized to issue the following shares of capital stock:

(1) Common Stock. The aggregate number of shares of common stock (referred to in these Articles of Incorporation as "Common Stock") which the Corporation shall have authority to issue is 20,000,000 with a par value of \$1.00 per share.

(2) Preferred Stock. The aggregate number of shares of preferred stock (referred to in these Articles of Incorporation as "Preferred Stock") which the Corporation shall have authority to issue is 5,000,000 with a par value of \$1.00 per share.

B. Description of Remaining Shares of Preferred Stock.

The terms, preferences, limitations and relative rights of the shares of Preferred Stock are as follows:

(1) The Board of Directors is expressly authorized at any time and from time to time to provide for the issuance of shares of Preferred Stock in one or more series, with such voting powers, full or limited (including, by way of illustration and not limitation, in excess of one vote per share), or without voting powers, and with such designations, preferences and relative participating, option or other rights, qualifications, limitations or restrictions, as shall be fixed and determined in the resolution or resolutions providing for the issuance thereof adopted by the Board of Directors, and as are not stated and expressed in these Articles of Incorporation or any amendment hereto, including (but without limiting the generality of the foregoing) the following:

(a) The distinctive designation of such series and the number of shares which shall constitute such series, which number may be increased (except where otherwise provided by the Board of Directors in creating such series) or decreased (but not below the number of shares thereof then outstanding) from time to time by resolution of the Board of Directors; and

(b) The rate and manner of payment of dividends payable on shares of such series, including the dividend rate, date of declaration and payment, whether dividends shall be cumulative, and the conditions upon which and the date from which such dividends shall be cumulative; and

(c) Whether shares of such series shall be redeemed, the time or times when, and the price or prices at which, shares of such series shall be redeemable, the redemption price, the terms and conditions of redemption, and the sinking fund provisions, if any, for the purchase or redemption of such shares; and

(d) The amount payable on shares of such series and the rights of holders of such shares in the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation; and

(e) The rights, if any, of the holders of shares of such series to convert such shares into, or exchange such shares for, shares of Common Stock, other securities, or shares of any other class or series of Preferred Stock and the terms and conditions of such conversion or exchange; and

(f) The voting rights, if any, and whether full or limited, of the shares of such series, which may include no voting rights, one vote per share, or such higher number of votes per share as may be designated by the Board of Directors; and

(g) The preemptive or preferential rights, if any, of the holders of shares of such series to subscribe for, purchase, receive, or otherwise acquire any part of any new or additional issue of stock of any class, whether now or hereafter authorized, or of any bonds, debentures, notes, or other securities of the Corporation, whether or not convertible into shares of stock with the Corporation.

(2) Except in respect of the relative rights and preferences that may be provided by the Board of Directors as hereinbefore provided, all shares of Preferred Stock shall be identical, and each share of a series shall be identical in all respects with the other shares of the same series. When payment of the consideration for which shares of Preferred Stock are to be issued shall have been received by the Corporation, such shares shall be deemed to be fully paid and nonassessable.

C. Common Stock Voting Rights.

Each record holder of Common Stock shall be entitled to one vote for each share held. Holders of Common Stock shall have no cumulative voting rights in any election of directors of the Corporation.

D. Preemptive Rights.

Holders of Common Stock shall not have as a matter of right any preemptive or preferential right to subscribe for, purchase, receive, or otherwise acquire any part of any new or additional issue of stock of any class, whether now or hereafter authorized, or of any bonds, debentures, notes, or other securities of the Corporation, whether or not convertible into shares of stock of the Corporation.

ARTICLE V

Initial Registered Office and Agent; Principal Place of Business

The initial registered office of this Corporation shall be located at the City of St. Petersburg, County of Pinellas and State of Florida, and its address there shall be, at present, 1200 4th Street N, St. Petersburg, Pinellas County, Florida 33701 and the initial registered agent of the Corporation

at that address shall be Cathy P. Swanson. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation. The principal place of business and the mailing address of the Corporation shall be: 1200 4th Street N, St. Petersburg, Pinellas County, Florida 33701 .

ARTICLE VI

Initial Board of Directors

The initial Board of Directors of the Corporation shall consist of thirteen (13) directors. The name and street address of the initial director of this Corporation is:

<u>Name</u>	<u>Address</u>
Stephenson Anderson	1200 4 th Street N, St. Petersburg, Florida 33701
Frederick L. Bickley	1200 4 th Street N, St. Petersburg, Florida 33701
Kern M. Davis, M.D.	1200 4 th Street N, St. Petersburg, Florida 33701
William B. McQueen	1200 4 th Street N, St. Petersburg, Florida 33701
Christopher S. Moench	1200 4 th Street N, St. Petersburg, Florida 33701
James A. Montgomery, Jr.	1200 4 th Street N, St. Petersburg, Florida 33701
Christian D. Ruppel	1200 4 th Street N, St. Petersburg, Florida 33701
Dennis G. Ruppel	1200 4 th Street N, St. Petersburg, Florida 33701
John W. Savage	1200 4 th Street N, St. Petersburg, Florida 33701
Neil W. Savage	1200 4 th Street N, St. Petersburg, Florida 33701
Cathy P. Swanson	1200 4 th Street N, St. Petersburg, Florida 33701
Richard D. Wilkes, DVM	1200 4 th Street N, St. Petersburg, Florida 33701
G. Andrew Williams	1200 4 th Street N, St. Petersburg, Florida 33701

The number of Directors of this Corporation shall be the number from time to time fixed by the Shareholders, or by the Directors, in accordance with the terms and conditions of the Bylaws, but at no time shall said number of Directors be less than one.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII

Incorporator

The name and street address of the person signing these Articles of Incorporation as Incorporator are:

Cathy P. Swanson
1200 4th Street N.
St. Petersburg, Florida 33701

ARTICLE VIII

Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE IX

Amendment

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X

Headings and Captions

The headings or captions of these various Articles of Incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned does hereby make and file these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets his hand and seal this 10th day of November, 2014.



Cathy P. Swanson

STATE OF FLORIDA)

COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 10 day of November, 2014, by Cathy P. Swanson.

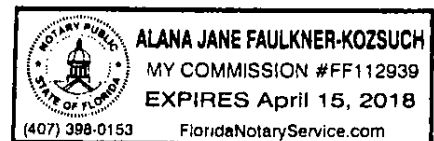
Alana Faulkner-Kozsuch

Printed Name: Alana Faulkner-Kozsuch

Notary Public, State of Florida

Personally Known ☒ or Produced Identification ☐

Type of Identification Produced _____



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

Fourth Street Banking Company (the "Corporation") desiring to organize as a domestic corporation or qualify under the laws of the State of Florida has named and designated Cathy P. Swanson as its Registered Agent to accept service of process at 1200 4th Street N, St. Petersburg, Florida 33701. The office of process within the State of Florida with its registered office located at.

ACKNOWLEDGMENT

Having been named as Registered Agent for the Corporation at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations relating to service as a registered agent, as the same may apply to the Corporation; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated this 10th day of November, 2014.



Cathy P. Swanson, Registered Agent

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TALLAHASSEE FLORIDA

#1151

SMITH MACKINNON, PA

ATTORNEYS AT LAW

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255 SOUTH ORANGE AVENUE
ORLANDO, FLORIDA 32801

POST OFFICE BOX 2254
ORLANDO, FLORIDA 32802-2254

TELEPHONE (407) 843-7300
FACSIMILE (407) 843-2448
E-MAIL: JPG7300@AOL.COM

JOHN P. GREELEY

November 13, 2014

Via Federal Express

Robert Hayes, Director
Florida Office of Financial Regulation
200 East Gaines Street
Tallahassee, Florida 32399-0371

Re: Freedom Bank of America
St. Petersburg, Florida

RECEIVED
DIVISION OF FINANCIAL INSTITUTIONS
F/U _____ FILE _____

NOV 14 2014
CY: Legal
[Handwritten signatures and initials]

Dear Mr. Hayes:

The purpose of this letter is to provide notice to the Florida Office of Financial Regulation that Freedom Bank of America, St. Petersburg, Florida, is in the process of reorganizing the Bank into a one-bank holding company structure. The name of the new bank holding company will be Fourth Street Banking Company.

In order to form the bank holding company, Freedom Bank of America will enter into an Agreement and Plan of Share Exchange with Fourth Street Banking Company. This share exchange transaction will be consummated in accordance with the provisions of Section 607.1102 of the Florida Business Corporation Act. It will not be consummated by a merger or interim bank transaction.

As a part of the transaction, Fourth Street Banking Company will be filing a notice with the Federal Reserve Bank of Atlanta for approval to become a bank holding company by acquiring all of the outstanding shares of Freedom Bank of America pursuant to the share exchange transaction. The closing of the transaction also is conditioned upon the approval by the Freedom Bank of America shareholders at an upcoming special meeting. Assuming receipt of such approval, as well as approval by the Federal Reserve Bank of Atlanta, Freedom Bank of America anticipates closing the bank holding company transaction shortly thereafter.

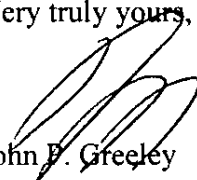
Also enclosed are three copies of the proposed Articles of Incorporation from the holding company, accompanied by a check in the amount of \$52.50 to the Florida Secretary of State (for the filing fees and the receipt of two certified copies). We would appreciate if you could have these filed with the Florida Secretary of State. The reason we are asking you to do the filing is that our experience is that when a holding company files Articles of Incorporation with the Florida Secretary of State (which contain the word "Bank" or "Banking" in its name), the filing office will not accept the submission as they believe that the use of "Bank" or "Banking" in the

Robert Hayes, Director
November 13, 2014
Page 2

name requires the consent of the Florida Office of Financial Regulation. Thus, anticipating that we would have an issue in this regard, I would appreciate it if you could have the enclosed Articles of Incorporation filed with the Florida Secretary of State.

If you have any questions regarding the foregoing or desire any additional information in connection with the transaction, please do not hesitate to call me at your convenience. Thank you very much for your assistance.

Very truly yours,



John P. Greeley

JPG:br

Copy to: Cathy P. Swanson
Chief Executive Officer
Freedom Bank of America



FLORIDA OFFICE OF FINANCIAL REGULATION

www.FLOFR.com

DREW J. BREAKSPEAR
COMMISSIONER

December 5, 2014

VIA INTEROFFICE MAIL

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

Dear Ms. Cushing:

Please file the enclosed amendment to the articles of incorporation for Fourth Street Banking Company, St. Petersburg, Florida, at your earliest convenience. The distribution of the certified copies should be as follows:

(1) Two copies to: Mr. John P. Greeley, Esquire
 Smith Mackinnon, PA
 Suite 1200
 Citrus Center
 255 South Orange Avenue
 Orlando, Florida 32801

Also enclosed is a check for \$52.50 representing the filing fee and certified copy fees. If you have any questions, please do not hesitate to contact me.

Sincerely,

Michael J. Reithmiller
Financial Administrator, District I
Division of Financial Institutions

MJR/jmg
Enclosures (3)