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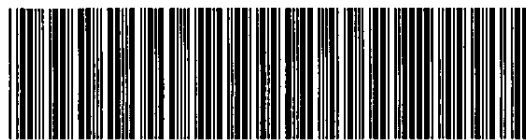
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STATE OF ARIZONA  
TALLAHASSEE, FLORIDA

MAR - 3 2016

D CUSHING



# FLORIDA OFFICE OF FINANCIAL REGULATION

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**DREW J. BREAKSPEAR**  
COMMISSIONER

March 3, 2016

VIA INTEROFFICE MAIL

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

Re: Paradise Bancorp, Inc.

Dear Ms. Cushing:

Please see the attached information from Mr. Jack Greeley, Smith Mackinnon, PA, Attorneys at Law, providing the Articles of Incorporation for Paradise Bancorp, Inc.

The Office does not object to the use of the above-referenced name being registered to conduct business in the state of Florida. This is in accordance with Section 655.922, Florida Statutes.

Enclosed is a check for \$78.75 representing the filing fee and certified copy fees. The 2 certified copies should be provided to:

Mr. Jack Greeley, Smith Mackinnon, PA  
255 South Orange Avenue  
Suite 1200  
Orlando, Florida 32801

If you have any questions, please do not hesitate to contact me.

Sincerely,

Jeremy W. Smith  
Bureau Chief  
Bureau of Bank Regulation

JWS

Enclosures (3)

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**PARADISE BANCORP, INC.**

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TALLAHASSEE, FLORIDA

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 Paradise Bancorp, Inc.

**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 5,000,000 with a par value of \$3.00 per share.

B. 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.

C. 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 Boca Raton, County of Palm Beach and State of Florida, and its address there shall be, at present, 2420 N. Federal Highway, Boca Raton, Florida 33431 and the initial registered agent of the Corporation at that address shall be Ward Kellogg. 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: 2420 N. Federal Highway, Boca Raton, Florida 33431.

**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>
William J. Burke	2420 N. Federal Highway, Boca Raton, Florida 33431
James A. Comparato	2420 N. Federal Highway, Boca Raton, Florida 33431
David B. Dickenson	2420 N. Federal Highway, Boca Raton, Florida 33431
David W. Englert	2420 N. Federal Highway, Boca Raton, Florida 33431
Dennis W. Gavin	2420 N. Federal Highway, Boca Raton, Florida 33431
Howard S. Goldsmith	2420 N. Federal Highway, Boca Raton, Florida 33431
Thomas L. Gray, Jr.	2420 N. Federal Highway, Boca Raton, Florida 33431
Ward Kellogg	2420 N. Federal Highway, Boca Raton, Florida 33431

<u>Name</u>	<u>Address</u>
Allen D. McGee	2420 N. Federal Highway, Boca Raton, Florida 33431
Thomas T. McMurrain	2420 N. Federal Highway, Boca Raton, Florida 33431
Kevin M. Sacket	2420 N. Federal Highway, Boca Raton, Florida 33431
G. Robert Toney	2420 N. Federal Highway, Boca Raton, Florida 33431
Lisa R. Wheeler	2420 N. Federal Highway, Boca Raton, Florida 33431

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.

### **ARTICLE VII**

#### **Incorporator**

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

Ward Kellogg  
2420 N. Federal Highway  
Boca Raton, Florida 33431

### **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 29 day of February, 2016.

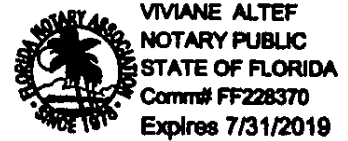
Ward Kellogg  
Ward Kellogg

STATE OF FLORIDA            )  
COUNTY OF PALM BEACH    )

The foregoing instrument was acknowledged before me this 29<sup>th</sup> day of February, 2016, by Ward Kellogg

Viviane Altef  
Printed Name: Viviane Altef  
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:

Paradise Bancorp, Inc. (the "Corporation") desiring to organize as a domestic corporation or qualify under the laws of the State of Florida has named and designated Ward Kellogg as its Registered Agent to accept service of process within the State of Florida with its registered office located at 2420 N. Federal Highway, Boca Raton, Florida 33431.

**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 29 day of February, 2016.

  
\_\_\_\_\_  
Ward Kellogg, Registered Agent

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