

P/6000026771

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H16000074206 3)))



H160000742063ABC-

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : STEARNS WEAVER MILLER WEISSLER ALHADEFF & SITTERSON
Account Number : I20060000135
Phone : (305) 789-3200
Fax Number : (305) 789-3395

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: amiller@stearnsweaver.com

RECEIVED

16 MAR 24 AM 10:37

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT/NON PROFIT CORPORATION
MARQUIS BANCORP, INC.

Certificate of Status	1
Certified Copy	1
Page Count	0405
Estimated Charge	\$87.50

03/25/16

16 MAR 24 PM 12:25

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Electronic Filing Menu

Corporate Filing Menu

Help



FLORIDA OFFICE OF FINANCIAL REGULATION

www.FLOFR.com

DREW J. BREAKSPEAR
COMMISSIONER

March 21, 2016

Ms. Alison W. Miller
Stearns Weaver Miller
150 West Flagler Street
Suite 2200
Miami, FL 33130

Re: Marquis Bancorp, Inc.

Dear Mr. Miller:

Reference is made to your recent correspondence requesting approval of the above referenced name which will be the holding company for Marquis Bank, a state of Florida chartered bank located in Coral Gables, 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 dark ink, appearing to read "J. Martin Stubblefield".

J. Martin Stubblefield
Director

JMS:dlb

cc: Lyn Shoffstall, Chief, Bureau of Commercial Recordings Division of Corporations, Florida
Department of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
16 MAR 24 PM 12:25

OFFICE OF FINANCIAL REGULATION

CORPORATE NAME APPROVAL REQUEST

Pursuant to Section 655.922, Florida Statutes, no person other than a financial institution shall in this state transact business under any name or title that contains the words "bank," "banco," "banque," "banker," "banking," "trust company," "savings and loan association," "savings bank," or "credit union," or words of similar import, in any context or in any manner.

A proposed corporate name should be definitive enough to differentiate the business to be conducted from that of a commercial bank, trust company, savings and loan association, savings bank, or credit union. For example, a mortgage-related business should use the word "mortgage" in its corporate name.

In order for OFR to consider your request for approval to use "bank," "banco," "banque", "banker," "banking," "trust company," "savings and loan association," "savings bank," or "credit union," or words of similar import, in any context or in any manner in your corporate title, and issue a no objection letter, please provide the following information:

- The corporate name proposed is: Marquis Bancorp. Inc.

- For Foreign Corporations: The alternate name (if necessary) is:

- The nature of the business to be transacted:

Bank Holding Company

- The proposed business will be located at:

355 Alhambra Circle, Suite 1200, Coral Gables, FL 33134 305-443-2922

Street Address	City	State	Zip Code	Telephone
----------------	------	-------	----------	-----------

- List the principals involved in the proposed company:

Javier J. Holtz	Jarret L. Gross
Philip J. Feldman	Miriam Lopez
Dr. Paul Chaplin	Jeffrey M. Perlow
Norman S. Edelcup	Hillel Shohet

Contact Person:	Name	Address	Telephone
	Alison W. Miller	Stearns Weaver Miller 150 West Flagler Street Suite 2200 Miami, FL 33130	305-789-3500

Return to:

Director, Division of Financial Institutions
Office of Financial Regulation
200 East Gaines Street
Tallahassee, Florida 32399-0371
(850) 410-9800 (850) 410-9548 (fax)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

16 MAR 21 PM 12:25

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

Pursuant to the provisions of Section 607.0202 of the Florida Business Corporation Act, the undersigned does hereby execute and submit for filing with the Florida Department of State these Articles of Incorporation as follows:

ARTICLE I - NAME

The name of the Corporation is Marquis Bancorp, Inc.

ARTICLE II - ADDRESS

The principal office and mailing address of the Corporation is 355 Alhambra Circle, Suite 1200, Coral Gables, FL 33134.

ARTICLE III - CAPITAL STOCK

The total number of shares of stock which the Corporation is authorized to issue is 5,500,000 shares, which are divided into two classes consisting of (i) 5,000,000 shares of common stock, par value \$5.00 per share, and (ii) 500,000 shares of preferred stock. The preferred stock may be divided into and issued in series or classes by the Board of Directors as set forth below.

The Board of Directors is authorized to divide the preferred stock into series or classes having the par values, relative rights, preferences and limitations as may from time to time be determined by the Board of Directors. Without limiting the foregoing, the Board of Directors is expressly authorized to fix and determine: (i) the number of shares which shall constitute the series or class and the designation of such shares; (ii) the rate and the time at which dividends on that series or class shall be paid and whether, and the extent to which, such dividends shall be cumulative or noncumulative; (iii) the right of the holders of the series or class to vote; (iv) the preferential rights of the holders upon liquidation or distribution of the assets of the Corporation; (v) the terms upon which the holders of any series or class may convert their shares into any other security of the Corporation; and (vi) the terms and conditions upon which the series or class may be redeemed, and the terms and amount of any sinking fund or purchase fund for the purchase or redemption of that series or class.

ARTICLE IV - REGISTERED OFFICE AND REGISTERED AGENT

The address of the registered office of the Corporation is 150 West Flagler Street, Suite 2200, Miami, FL 33130, and the name of the registered agent of the corporation at such address is Alison W. Miller.

ARTICLE V – INCORPORATOR

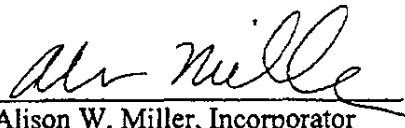
The name and address of the person signing these Articles of Incorporation as Incorporator is as follows:

<u>Name</u>	<u>Address</u>
Alison W. Miller	150 West Flagler Street Suite 2200 Miami, FL 33130

ARTICLE VI - INDEMNIFICATION

This Corporation shall indemnify any and all of its directors, officers, employees or agents or former directors, officers, employees or agents or any person or persons who may have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns an equity interest or of which it is a creditor, to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his or her legal representative may be made a party or may be threatened to be made a party by reason of his or her being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he or she may be lawfully granted.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as of this 17 day of March 2016.


Alison W. Miller, Incorporator

REGISTERED AGENT'S ACCEPTANCE

Having been named as registered agent and to accept service of process for Marquis Bancorp, Inc., at the place designated in this certificate, the undersigned hereby

accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of his position as registered agent as provided for in Chapter 607, Florida Statutes.

Dated: March 17, 2016


Alison W. Miller, Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
16 MAR 21 PM 12:25