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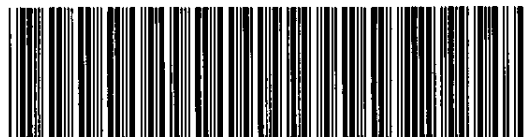
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AND
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16 OCT -4 AM 10:54
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DEPARTMENT OF STATE



DREW J. BREAKSPEAR
Commissioner

INTEROFFICE COMMUNICATION

DATE: October 4, 2016

TO: Ms. Diane Cushing, Department of State
Division of Corporations

FROM: Jason Guevara, Licensing and Chartering

SUBJECT: Encore Bank

Please file the attached articles for the above-reference institution, using **October 5, 2016** as the effective date.

Please make the following distribution of copies:

- (1) One certified copy to: Jason Guevara
Office of Financial Regulation
Licensing & Chartering
200 East Gaines Street
Tallahassee, FL 32399
- (2) One certified copy to: Mr. John P. Greeley, Esquire
Smith Mackinnon, PA
Post Office Box 2254
Orlando, Florida 32802
- (3) One uncertified copy to: Deona Payne
Federal Deposit Insurance Corporation
10 Tenth Street, N.W.
Suite 800
Atlanta, GA 30309

Also attached is a check that represents payment of the filing fees, charter tax, and certified copies. If you have any questions please call (850) 410-9513.

APPROVED
AND
FILED

ARTICLES OF INCORPORATION

16 OCT -4 PM 1:55

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ENCORE BANK

The undersigned, acting as directors for the purpose of forming a corporation under and by virtue of the laws of the State of Florida, adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be Encore Bank and its initial place of business shall be 3003 Tamiami Trail North, Suite 100, Naples, Florida 34103.

ARTICLE II

This corporation is incorporated by conversion from a National Banking Association.

ARTICLE III

The general nature of the business to be transacted by this corporation shall be that of a general commercial banking business with all the rights, powers, and privileges granted and conferred by the Florida Financial Institutions Codes, regulating the organization, powers, and management of banking corporations.

ARTICLE IV

The total number of shares authorized to be issued by the corporation shall be 20,000,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$5.00 per share.

ARTICLE V

The term for which said corporation shall exist shall be perpetual unless terminated pursuant to the Florida Financial Institutions Codes.

ARTICLE VI

The number of directors shall not be fewer than five (5). A majority of the full board of directors may, at any time during the years following the annual meeting of shareholders in which such action has been authorized, increase the number of directors by not more than two and appoint persons to fill resulting vacancies. The names and street addresses of the directors of the corporation upon the adoption of these Articles of Incorporation are:

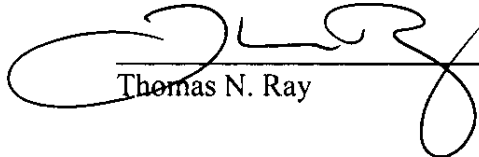
<u>Name</u>	<u>Street Address</u>
Patrick V. Auletta	3003 Tamiami Trail North, Suite 100, Naples, Florida 34103
Jon C. Bruss	3003 Tamiami Trail North, Suite 100, Naples, Florida 34103
W. Theodore Etzel, III	3003 Tamiami Trail North, Suite 100, Naples, Florida 34103

<u>Name</u>	<u>Street Address</u>
James T. Humphrey	3003 Tamiami Trail North, Suite 100, Naples, Florida 34103
A. Malachi Mixon, III	3003 Tamiami Trail North, Suite 100, Naples, Florida 34103
Dr. Kenneth W. Plunkitt	3003 Tamiami Trail North, Suite 100, Naples, Florida 34103
Thomas N. Ray	3003 Tamiami Trail North, Suite 100, Naples, Florida 34103
Thomas M. Taylor	3003 Tamiami Trail North, Suite 100, Naples, Florida 34103

ARTICLE VII

The name and street address of the person signing these Articles of Incorporation as incorporator is Thomas N. Ray, 3003 Tamiami Trail North, Suite 100, Naples, Florida 34103.


In witness of the foregoing, the undersigned incorporator has executed these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribe thereto and hereunto set his hand and seal this 28th day of September, 2016.



 Thomas N. Ray

STATE OF FLORIDA)
 COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 28th day of September 2016, by Thomas N. Ray



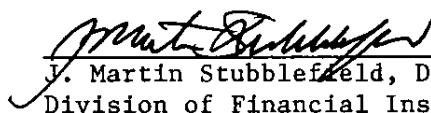
 Printed Name: _____
 Notary Public - State of Florida at Large

Personally known ☒ or Produced Identification ☐
 Type of Identification Produced _____



APPROVAL

Approved by the Florida Office of Financial Regulation this 3rd day of OCTOBER, 2016.



 J. Martin Stubblefield, Director
 Division of Financial Institutions