

SMITH MACKINNON, P.A.
ATTORNEYS AT LAW

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CITRUS CENTER
255 SOUTH ORANGE AVENUE
ORLANDO, FLORIDA 32801

POST OFFICE BOX 2254
ORLANDO, FLORIDA 32802-2254

TELEPHONE: (407) 843-7300
FACSIMILE: (407) 843-2448
EMAIL: jpg7300@aol.com

JOHN P. GREELEY

February 21, 2017

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: Articles of Incorporation

Dear Madam / Sir:

Enclosed are two signed copies of Articles of Incorporation for Sunrise Bancshares, Inc., accompanied by a check in the amount of \$78.75 for the filing fees. I would appreciate it if you could have these Articles of Incorporation filed at your earliest convenience and send to me a certified copy. If you have any questions regarding the foregoing, please let me know at your convenience. Thank you for your assistance.

Very truly yours,


John P. Greeley

JPG:br

Copy to: Kevin M. Sacket
President
Intracoastal Bank

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FINANCIAL SERVICES
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CASHIER'S OFFICE



FLORIDA OFFICE OF FINANCIAL REGULATION

www.FLOFR.com

DREW J. BREAKSPEAR
COMMISSIONER

February 21, 2017

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 Articles of Incorporation for Sunrise Bancshares, Inc., Cocoa Beach, Florida, at your earliest convenience. The distribution of the certified copies should be made as follows:

Mail two copies to:

Mr. John P. Greeley, Esq.
Smith Mackinnon P.A.
255 South Orange Ave, Suite 1200
Orlando, Florida 32801

Also enclosed is a check in the amount of \$78.75 representing the filing and certified copy fees. If you have any questions, please do not hesitate to contact me.

Sincerely,

A handwritten signature in black ink, appearing to read "Jason M. Guevara", is written over the typed name.

Jason M. Guevara
Financial Administrator
Division of Financial Institutions

JMG

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RECEIVED

SMITH MACKINNON, PA
ATTORNEYS AT LAW

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ORLANDO, FLORIDA 32801

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JOHN P. GREELEY

February 17, 2017

Via Federal Express

Mr. Michael Johns
Florida Office of Financial Regulation
200 East Gaines Street
Tallahassee - FL 32303-0371

Re: Sunrise Bank
Cocoa Beach, Florida

Dear Mr. Johns:

The purpose of this letter is to provide notice to the Florida Office of Financial Regulation that Sunrise Bank, Cocoa Beach, 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 Sunrise Bancshares, Inc.

In order to form the bank holding company, Sunrise Bank will enter into an Agreement and Plan of Share Exchange with Sunrise Bancshares, Inc. 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, Sunrise Bancshares, Inc. 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 Sunrise Bank pursuant to the share exchange transaction. The closing of the transaction also is conditioned upon the approval by the Sunrise Bank shareholders at an upcoming special meeting. Assuming receipt of such approval, as well as approval by the Federal Reserve Bank of Atlanta, Sunrise Bank anticipates closing the bank holding company transaction shortly thereafter.

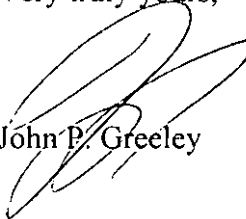
Also enclosed are two copies of the proposed Articles of Incorporation from the holding company, accompanied by a check in the amount of \$78.75 to the Florida Secretary of State (for the filing fees and the receipt of one certified copy). We would appreciate if you could have these filed with the Florida 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

Mr. Michael Johns
Florida Office of Financial Regulation
February 17, 2017
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Florida Secretary of State (which contain the word "Bancshares" "Bank" or "Banking" in its name), the filing office will not accept the submission as they believe that the use of "Bancshares" "Bank" or "Banking" in the 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: Kevin M. Sacket
President
Sunrise Bank

ARTICLES OF INCORPORATION

OF

SUNRISE BANCSHARES, INC.

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 Sunrise Bancshares, 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 22,500,000 with a par value of \$1.00 per share.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 Cocoa Beach, County of Brevard and State of Florida, and its address there shall be, at present, 5604 N. Atlantic Avenue, Cocoa Beach, Florida 32931 and the initial registered agent of the Corporation at that address shall be Kevin M. Sacket. 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: 5604 N. Atlantic Avenue, Cocoa Beach, Florida 32931.

ARTICLE VI

Initial Board of Directors

The initial Board of Directors of the Corporation shall consist of nine (9) directors. The name and street address of the initial director of this Corporation is:

<u>Name</u>	<u>Address</u>
M. Craig Crimmings	5604 N. Atlantic Avenue, Cocoa Beach, Florida 32931
Michael H. Erdman	5604 N. Atlantic Avenue, Cocoa Beach, Florida 32931
Ward Kellogg	5604 N. Atlantic Avenue, Cocoa Beach, Florida 32931
Charles B. Lowe, Jr.	5604 N. Atlantic Avenue, Cocoa Beach, Florida 32931
William S. Moss	5604 N. Atlantic Avenue, Cocoa Beach, Florida 32931
Steven L. Oktela	5604 N. Atlantic Avenue, Cocoa Beach, Florida 32931
Kevin H. Paffrath	5604 N. Atlantic Avenue, Cocoa Beach, Florida 32931
T. Matthew Ravenscroft	5604 N. Atlantic Avenue, Cocoa Beach, Florida 32931
Kevin M. Sacket	5604 N. Atlantic Avenue, Cocoa Beach, Florida 32931

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:

Kevin M. Sacket
5604 N. Atlantic Avenue
Cocoa Beach, Florida 32931

ARTICLE VIII

Bylaws

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

ARTICLE IX

Amendment

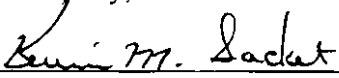
This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

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.

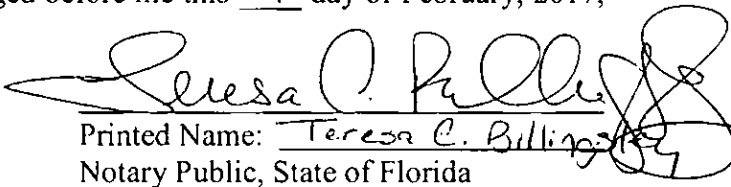
IN WITNESS WHEREOF, the undersigned does hereby make and file these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets his hand and seal this 16th day of February, 2017.



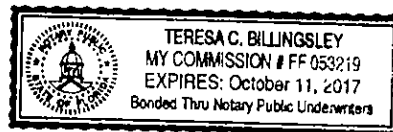
Kevin M. Sacket

STATE OF FLORIDA)
COUNTY OF BREVARD)

The foregoing instrument was acknowledged before me this 14 day of February, 2017,
by Kevin M. Sacket.


Printed Name: Teresa C. Billingsley
Notary Public, State of Florida

Personally Known ☒ or Produced Identification ☐
Type of Identification Produced



**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:

Sunrise Bancshares, Inc. (the "Corporation") desiring to organize as a domestic corporation or qualify under the laws of the State of Florida has named and designated Kevin M. Sacket as its Registered Agent to accept service of process within the State of Florida with its registered office located at 5604 N. Atlantic Avenue, Cocoa Beach, Florida 32931 .

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 16th day of February, 2017.


Kevin M. Sacket, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA