

**Electronic Articles of Incorporation
For**

P17000097124
FILED
December 05, 2017
Sec. Of State
gmcleod

NORTHWEST BANCSHARES INC AND ITS WHOLLY OWNED
SUBSIDIARY NORTHWEST BANK

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

NORTHWEST BANCSHARES INC AND ITS WHOLLY OWNED
SUBSIDIARY NORTHWEST BANK

Article II

The principal place of business address:

100 LIBERTY STREET
WARREN, PA. US 16365

The mailing address of the corporation is:

100 LIBERTY STREET
WARREN, PA. US 16365

Article III

The purpose for which this corporation is organized is:

PURCHASE INDIRECT AUTO LOANS FOR CONSUMERS ORIGINATED FROM
CAR DEALERSHIPS IN FLORIDA

Article IV

The number of shares the corporation is authorized to issue is:

550,000,000

Article V

The name and Florida street address of the registered agent is:

CORPORATION SERVICE COMPANY
1201 HAYS ST
TALLAHASSEE, FL. 32301

I certify that I am familiar with and accept the responsibilities of registered agent.

Registered Agent Signature: JUDITH REYES

Article VI

The name and address of the incorporator is:

JOHN M GUIDONE
100 LIBERTY STREET

WARREN PA 16365

Electronic Signature of Incorporator: JOHN M GUIDONE

I am the incorporator submitting these Articles of Incorporation and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S. I understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of this corporation and every year thereafter to maintain "active" status.

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: CEO
WILLIAM J WAGNER
100 LIBERTY STREET
WARREN, PA. 16365 US

Title: CFO
WILLIAM W HARVEY
100 LIBERTY STREET
WARREN, PA. 16365 US

Title: CRO
STEVEN G FISHER
100 LIBERTY STREET
WARREN, PA. 16365 US

Title: EVP
RICHARD K LAWS
100 LIBERTY STREET
WARREN, PA. 16365 US

Title: EVP
JULIA W MCTAVISH
100 LIBERTY STREET
WARREN, PA. 16365 US

Title: EVP
GERALD J RITZERT
100 LIBERTY STREET
WARREN, PA. 16365 US

Article VIII

The effective date for this corporation shall be:

01/01/2018



FLORIDA OFFICE OF FINANCIAL REGULATION
www.FLDOFR.com

DREW J. BREAKSPEAR
COMMISSIONER

December 1, 2017

Mr. Caleb Gnage, Esq.
PO Box 1128
Warren, PA 16365

Re: Northwest Bancshares Inc. and its wholly owned subsidiary Northwest Bank

Dear Mr. Gnage:

Reference is made to your recent letter requesting approval to register the above-referenced fictitious name with the Florida Secretary of State by Northwest Bancshares Inc. and its wholly owned subsidiary Northwest Bank, located in Warren, Pennsylvania.

Section 655.922, Florida Statutes, exempts a financial institution, holding company or its subsidiaries from the prohibition of using the word "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 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. However, this correspondence is not intended to grant the authority to act in any licensed capacity until all licensing requirements have been met within this state.

Sincerely,

Jeremy W. Smith
Director
Division of Financial Institutions

JWS:dlb

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