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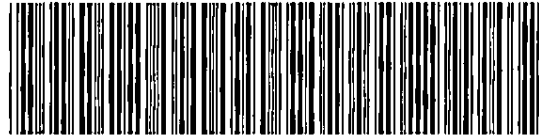
(Business Entity Name)

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R. WHITE  
MAR 28 2019

ARTICLES OF INCORPORATION OF  
THE OCULINA BANK

FILED

2019 MAR 28 AM 11:20

The undersigned, acting as an incorporator for the purpose of forming a financial institution corporation in accordance with the Laws of the State of Florida, adopts the following Articles of Incorporation effective as of 11:57 p.m. Eastern Time on Sunday, March 31, 2019:

ARTICLE I

Corporate Title; Manner of Incorporation. The full corporate title of the corporation is The Oculina Bank (the "Bank"). This Bank is incorporated by conversion from a federal savings bank pursuant to Section 655.411, Florida Statutes.

ARTICLE II

Office. The home office of the Bank shall be located at 4450 24<sup>th</sup> Avenue, Vero Beach, Indian River County, State of Florida.

ARTICLE III

Duration. The duration of the Bank is perpetual, unless its existence is terminated pursuant to the Florida Financial Institutions Codes.

ARTICLE IV

Purpose and Powers. The purpose of the Bank is to conduct a general commercial banking business in accordance with the provisions of the Florida Financial Institutions Codes and to exercise all of the express, implied and incidental powers conferred thereby and by all acts amendatory thereof and supplemental thereto, subject to the Constitution and laws of the United States as they are now in effect, or as they may hereafter be amended, and subject to all lawful and applicable rules of the Financial Services Commission and orders of the Office of Financial Regulation.

ARTICLE V

Capital Stock. The total number of shares of all classes of the capital stock that the Bank has the authority to issue is Ten Million (10,000,000), all of which shall be common stock having a par value of \$1.00 per share. The shares may be issued from time to time as authorized by the Board of Directors without the approval of its shareholders, except as otherwise provided in this Article 5 or to the extent that such approval is required by governing law, rule or regulation. The consideration for the issuance of the shares shall be paid in full before their issuance and shall not be less than the par value. Neither promissory notes nor future services shall constitute payment or part payment for the issuance of shares of the Bank. The consideration for the shares shall be cash. Upon payment of such consideration, such shares shall be deemed to be fully paid and non-assessable. In the case of a stock dividend, that part of the retained earnings of the Bank that is transferred to common stock or paid-in capital

accounts upon the issuance of shares as a stock dividend shall be deemed to be the consideration for their issuance.

#### ARTICLE VI

Shareholder Rights. The holders of the common stock shall exclusively possess all voting power. Each holder of shares of common stock shall be entitled to one vote for each share held by such holder. In the event of any liquidation, dissolution, or winding up of the Bank, the holders of the common stock shall be entitled, after payment or provision for payment of all debts and liabilities of the Bank, to receive the remaining assets of the Bank available for distribution, in cash or in kind. Each share of common stock shall have the same relative rights as and be identical in all respects with all the other shares of common stock.

#### ARTICLE VII

Preemptive Rights. Holders of the capital stock of the Bank shall not be entitled to preemptive rights with respect to any shares of the Bank which may be issued.

#### ARTICLE VIII

Directors. The Bank shall be under the direction of a board of directors. The authorized number of directors, as stated in the Bank's bylaws, shall not be fewer than five (5) nor more than fifteen (15) except when a greater or lesser number is approved by the Office of Financial Regulation.

#### ARTICLE IX

Amendment of Articles. Except as provided in Article V, no amendment, addition, alteration, change or repeal of this charter shall be made, unless such amendment is proposed by the board of directors of the Bank and approved by the shareholders by a majority of the votes eligible to be cast in accordance with the provisions of the Florida Business Corporation Act.

#### ARTICLE X

The names of the first directors of the Bank, the street address of all of whom is 4450 24<sup>th</sup> Avenue, Vero Beach, Florida 32967, are:

Beverly D. Butt

Thomas Hurley

William F. Donovan

Annette Maffett

Robert F. Fix

Jeffrey A. Maffett

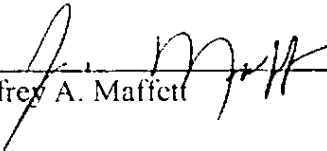
B. Dale Harrison

Chris Russell

Richard Hurley

Bernard Spearman

IN WITNESS WHEREOF, the undersigned incorporator has executed the foregoing Articles of Incorporation this 21<sup>st</sup> day of March, 2019.

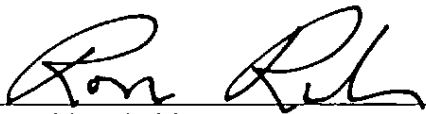
  
\_\_\_\_\_  
Jeffrey A. Maffett

Approved by the Office of Financial Regulation at Tallahassee, Florida this \_\_\_\_\_ day of March, 2019.

\_\_\_\_\_  
Jeremy W. Smith  
Director  
Division of Financial Institutions

APPROVED by the Office of Financial Regulation this 28<sup>th</sup> day of  
March, 2019.

Tallahassee, Leon County, Florida

A handwritten signature in black ink, appearing to read "Ron Rubin", written over a horizontal line.

Ronald L. Rubin  
Commissioner  
Office of Financial Regulation

# FINANCIAL SERVICES COMMISSION OFFICE OF FINANCIAL REGULATION

Whereas, satisfactory evidence of compliance with all the requirements of the  
Laws of the State of Florida has been presented to this office.  
I, Ronald L. Rubin, Commissioner of the Office of Financial Regulation, under  
and by virtue of the authority vested in me by the statutes of the State of Florida,  
Do Hereby Authorize:

**THE OCULINA BANK**

**VERO BEACH, FLORIDA**

**TO TRANSACT BUSINESS IN FLORIDA AS A  
STATE-CHARTERED BANK INSTITUTION  
(EFFECTIVE 11:57pm MARCH 31, 2019 AND  
TERMINATES AT 12:01am April 1, 2019)**

1226

Charter Number

Signed and Sealed this 28<sup>th</sup> day of March 2019.



Attest:

  
Ronald L. Rubin, Commissioner

  
Jeremy W. Smith, Director