

**P19000089173**

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

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To:

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

From:

Account Name : **AVILA RODRIGUEZ HERNANDEZ MENA & FERRI LLP**  
Account Number : I20070000136  
Phone : (786)594-4102  
Fax Number : (786)664-3375

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

Email Address: asanz@aehmf.com

**FLORIDA PROFIT/NON PROFIT CORPORATION  
ANCHOR BANKSHARES INC.**

Certificate of Status	0
Certified Copy	1
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030.06.2019

T. SCOTT

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FLORIDA OFFICE OF  
**FINANCIAL REGULATION**

www.flofr.com

December 5, 2019

Alcides I. Avila, Esq.  
ARHMF LLP  
2525 Ponce de Leon Blvd., Suite 1225  
Coral Gables, Florida 33134

Re: Anchor Bankshares Inc.

Dear Sir/Madam:

Reference is made to your recent letter requesting approval to register the above-referenced name with the Florida Secretary of State by Anchor Bankshares Inc., which will become the holding company of Anchor Bank an FDIC regulated bank located in Juno Beach, Florida.

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

AV:trd

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

850-617-6381

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December 5, 2019

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

AVILA RODRIGUEZ

SUBJECT: ANCHOR BANKSHARES INC.  
REF: W19000104237

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.  
OFFICE OF FINANCIAL INSTITUTIONS AND SECURITIES REGULATION  
OFFICE OF FINANCIAL INSTITUTIONS

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," "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 the Office of Financial Institutions to consider your request for approval to use "bank," "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:

The nature of the business to be transacted:

The proposed business will be located at:

P.O BOX 6327 - Tallahassee, Florida 32314

850-617-6381

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FLORIDA DEPARTMENT OF STATE

List the principals involved in the proposed company:  
Division of Corporations

Return to:

Deputy Director, Office of Financial Institutions

200 East Gaines St.

Tallahassee, FL 32399-0371

(850) 410-9111

(850) 410-9548 (fax)

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Keyna E Page

Regulatory Specialist II

FAX Aud. #: H19000349820

Letter Number: 619A00024632

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**ARTICLES OF INCORPORATION**  
**OF**  
**ANCHOR BANKSHARES INC.**

The undersigned, acting as incorporator of ANCHOR BANKSHARES INC. pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I. NAME**

The name of the corporation is: ANCHOR BANKSHARES INC.

**ARTICLE II. ADDRESS**

The principal place of business of the corporation shall be:

4500 PGA Boulevard  
Suite 111  
Palm Beach Gardens, FL 33418

The mailing address of the corporation shall be:

4500 PGA Boulevard  
Suite 111  
Palm Beach Gardens, FL 33418

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**ARTICLE III. COMMENCEMENT OF EXISTENCE**

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

**ARTICLE IV. PURPOSE**

The corporation is organized for the purposes of engaging in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE V. AUTHORIZED SHARES**

The maximum number of shares that the corporation is authorized to have outstanding at any time is 6,773,196 shares of common stock having a par value as stated below per share to be issued as follows:

Class A Common Stock consisting of Four Hundred Forty-Four Thousand Five Hundred (444,500) Shares of a single class with a par value of \$39.37 per share; and

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Class B Common Stock consisting of One Million Eight Hundred Thirteen Thousand Six Hundred Ninety-Six (1,813,696) Shares of a single class with a par value of \$1.00 per share; and

Class C Common Stock consisting of Four Million Five Hundred Fifteen Thousand (4,515,000) Shares of a single class with a par value of \$1.00 per share; and

**Voting Rights.** The holders of the Class A Common Stock, the Class B Common Stock and the Class C Common Stock will vote together as a single class on all matters requiring shareholder approval other than the election of directors. With regard to the election of directors, the holders of the Class A Common Stock and the Class B Common Stock will vote together as a single class for the election of a single director. The holders of the Class C Common Stock will vote as a single class for the election of the remaining members of the Board of Directors.

**Other Rights.** Except as set forth above, the holders of the Class A Common Stock, Class B Common Stock and Class C Common Stock shall all have all of the rights of common shareholders of the Corporation, on a pari-passu basis. No class will have priority over any other with respect to dividends, distributions on liquidation, or any other matters. The three (3) classes will function as a single class of common stock for all other purposes.

**Preemptive Rights.** To the extent shares of the Corporation's Class A Common Stock or Class B Common Stock are proposed to be issued, all existing shareholders of the Corporation's common stock, including Class C Common Stock shareholders, shall have preemptive rights with respect to such issuance and such additional shares are to be first offered to the existing shareholders in proportion to their ownership percentages of the total outstanding shares of the Corporation's Common Stock at such time, regardless of class. To the extent shares of the Corporation's Class C Common Stock are proposed to be issued, only existing Class C Common Stock shareholders shall have preemptive rights with respect to such issuance and such additional shares are to be first offered to the existing Class C Common Stock shareholders in proportion to their ownership percentages of the total outstanding shares of the Corporation's Class C Common Stock at such time. A shareholder may waive the preemptive rights, and no preemptive rights shall exist with respect to (i) shares of the Corporation's Class A Common Stock or Class B Common Stock issued as compensation to directors, officers, agents, or employees of the Corporation or its subsidiaries or affiliates, (ii) shares of Class A Common Stock or Class B Common Stock issued to satisfy conversion or option rights created to provide compensation to directors, officers, agents, or employees of the Corporation or its subsidiaries or affiliates or (iii) shares of Class A Common Stock or Class B Common Stock issued pursuant to a plan of reorganization or merger.

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**ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT**

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

Interamerican Corporate Services LLC  
2525 Ponce de Leon Blvd., Suite 1225  
Coral Gables, Florida 33134

**ARTICLE VII. INCORPORATOR**

The name and street address of the incorporator is:

Alcides I. Avila  
2525 Ponce de Leon Blvd., Suite 1225  
Coral Gables, Florida 33134

The incorporator of the corporation assigns to this corporation his or her rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he or she assigns to those persons designated by the Board of Directors any rights he or she may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

**ARTICLE VIII. BYLAWS**

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors and the shareholders, except that the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

**ARTICLE IX. DIRECTORS**

The names and addresses of the initial Directors are:

Nelson Hinojosa  
14 Windward Drive  
Palm Beach Gardens, FL 33418

Peter L. Pantages  
176 Helios Drive, Unit 505  
Jupiter, FL 33477

John D. Kapsis  
904 Mahogany Place  
Palm Beach Gardens, FL 33418

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Philippe C. Jeck  
18764 Rio Vista Drive  
Tequesta, FL 33469

Thomas J. Keys  
1347 Saint Lawrence Drive  
Palm Beach Gardens, FL 33410

George G. Gentile  
9438 Southern Oak Lane  
Jupiter, FL 33478

Steven A. Sciarretta  
3094 NW 30<sup>th</sup> Way  
Boca Raton, FL 33431

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation as of December 4, 2019.

  
\_\_\_\_\_  
Alcides I. Avila, Incorporator



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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

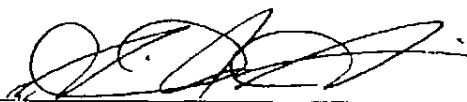
That. ANCHOR BANKSHARES INC. desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 2525 Ponce de Leon Blvd., Suite 1225, Coral Gables, State of Florida, has named Interamerican Corporate Services LLC, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and that it is familiar with, and accepts, the obligations of that position.

Signed and dated this December 4, 2019.

Interamerican Corporate Services LLC

By   
Alcides I. Avila, Manager