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FLORIDA OFFICE OF  
**FINANCIAL REGULATION**

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December 11, 2019

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 OFB Bancshares Inc., Orlando, Florida, at your earliest convenience. The distribution of the certified copies should be as follows:

(1) One copy to: John P. "Jack" Greeley  
Smith Mackinnon, P.A.  
Citrus Center  
255 South Orange Avenue Suite 1200  
Orlando, Florida 32801

Enclosed is check No. 0024297, totaling \$78.75, payable to the Florida Department of State. The check represents payment for the filing fee and one certified copy for the attached Articles of Incorporation. If you have any questions, please do not hesitate to contact our Jeremy A. Glover at [Jeremy.Glover@FLOFR.com](mailto:Jeremy.Glover@FLOFR.com), or at 850-410-9535.

Sincerely,



Ms. Terry L. Hughes  
Bureau Chief  
Division of Financial Institutions

TLH/jag

**ARTICLES OF INCORPORATION  
OF  
OFB 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 OFB Bancshares, Inc.

**ARTICLE II**

**Duration**

The 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**

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 25,000,000 with a par value of \$4.00 per share.

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 Orlando, County of Orange, State of Florida, and its address there shall be, at present, 1601 South Orange Avenue, Orlando, Orange County, Florida 32806, and the initial registered agent of the Corporation at that address shall be Eric S. Nadeau. 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: 1601 South Orange Avenue, Orlando, Orange County, Florida 32806.

ARTICLE VI

Initial Board of Directors

The initial Board of Directors of the Corporation shall consist of eight (13) directors. The name and street address of the initial director of this Corporation is:

<u>Name</u>	<u>Address</u>
Randy O. Burden	1601 South Orange Avenue, Orlando, Florida 32806
John O. Burden	1601 South Orange Avenue, Orlando, Florida 32806
Richard A. Anderson, Sr.	1601 South Orange Avenue, Orlando, Florida 32806
Andrew David Bates	1601 South Orange Avenue, Orlando, Florida 32806
James P. Caruso, Sr.	1601 South Orange Avenue, Orlando, Florida 32806
Steven R. Castino	1601 South Orange Avenue, Orlando, Florida 32806
Tracy Forrest	1601 South Orange Avenue, Orlando, Florida 32806
Edward J. Kleiman	1601 South Orange Avenue, Orlando, Florida 32806
Geoffrey G. Longstaff	1601 South Orange Avenue, Orlando, Florida 32806
Brian B. Musso	1601 South Orange Avenue, Orlando, Florida 32806
Sal A. Nunziata	1601 South Orange Avenue, Orlando, Florida 32806
Samuel D. Oswald	1601 South Orange Avenue, Orlando, Florida 32806
Jack G. Prevost	1601 South Orange Avenue, Orlando, Florida 32806

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:

Randy O. Burden  
1601 South Orange Avenue  
Orlando, Florida 32806

ARTICLE VIII

Bylaws

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

ARTICLE IX

Amendment

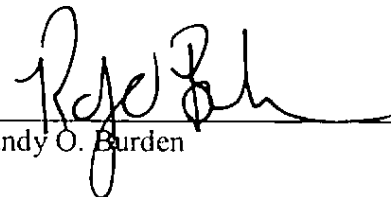
This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

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 19<sup>th</sup> day of November, 2019.

  
\_\_\_\_\_  
Randy O. Burden

STATE OF FLORIDA       )  
COUNTY OF ORANGE    )

The foregoing instrument was acknowledged before me this 19<sup>th</sup> day of November, 2019, by Randy O. Burden.



  
Printed Name: \_\_\_\_\_  
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**

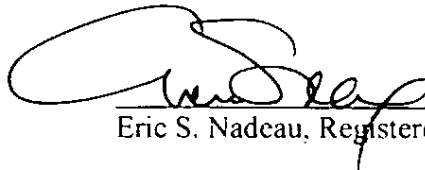
In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

OFB 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 Eric S. Nadeau as its Registered Agent to accept service of process within the State of Florida with its registered office located at 1601 South Orange Avenue, Orlando, Orange County, Florida 32806.

**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 19<sup>th</sup> day of November, 2019.


A handwritten signature in black ink, appearing to read "Eric S. Nadeau", is written over a horizontal line.

Eric S. Nadeau, Registered Agent

**APPROVAL**

Articles of Incorporation approved by the Florida Office of Financial Regulation  
this 11<sup>th</sup> day of DECEMBER, 2019.

Tallahassee, Florida

  
\_\_\_\_\_  
Jeremy W. Smith

Director, Division of Financial Institutions