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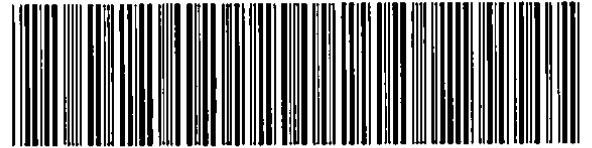
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FILED

31 MAR 2021

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

2021 MAR 31 PM 1:45

FILED

T. BURCH
MAR 31 2021



Commissioner Russell C. Weigel, III

March 31, 2021

VIA INTEROFFICE MAIL

Timothy Burch
New Filings Section
Senior Section Administrator
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314-6327

Dear Mr. Burch:

Please file the enclosed "Articles of Incorporation" for Climate First Bank, St. Petersburg, Florida, at your earliest convenience.

Enclosed is a check payable to the Florida Division of Corporations representing payment for the filing fee of the Articles of Incorporation and two certified copies.

| Check Nos. | Amount |
|------------------|--------------------|
| # 3919 & 0024620 | \$ 52.50 & \$35.00 |

The distribution of the certified copies should be as follows:

(1) One copy to: Office of Financial Regulation
Division of Financial Institutions
200 East Gaines Street
Tallahassee, Florida 32399-0371

(2) One copy to: John P. "Jack" Greeley
Smith Mackinnon, PA
301 East Pine Street
Suite 750
Orlando, FL 32801
Office (407) 843-7300

If you have any questions, please do not hesitate to contact David Burgess at David.Burgess@flofr.gov or (850) 410-9532.

Sincerely,

Jason M. Guevara
Financial Administrator
Division of Financial Institutions

**ARTICLES OF INCORPORATION
OF
CLIMATE FIRST BANK**

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TALLAHASSEE, FLORIDA

The undersigned, acting as directors for the purpose of forming a Florida profit benefit corporation under Chapter 607 of the Florida Business Corporation Act and by virtue of the Laws of the State of Florida, adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be Climate First Bank and its initial place of business shall be located at 5301 Central Avenue, St. Petersburg, Florida 33710.

ARTICLE II

The corporation shall be a Florida benefit corporation under Chapter 607 of the Florida Business Corporation Act or any successor provisions and is organized to create a general public benefit and any and all lawful business. The general nature of the business to be transacted by this corporation shall be that of a general commercial banking business with all the rights, powers, and privileges granted and conferred by the Florida Financial Institutions Codes, regulating the organization, powers, and management of banking corporations, and such purpose shall include creating a material positive impact on society and the environment, taken as a whole, from the business and operations of the corporation.

ARTICLE III

The total number of shares authorized to be issued by the corporation shall be 10,000,000. Such shares shall be of a single class and shall have a par value of \$5.00 per share. The corporation shall begin business with at least \$8,500,000 in paid-in common capital stock to be divided into 1,700,000 shares. The amount of surplus with which the corporation will begin business will be not less than \$8,500,000.

ARTICLE IV

The term for which said corporation shall exist shall be perpetual unless terminated pursuant to the Florida Financial Institutions Codes.

ARTICLE V

The number of directors shall not be fewer than five (5). The corporation elects not to have a director who is designated as the benefit director as contemplated by Section 607.608 of the Florida Business Corporation Act. The names and street addresses of the first directors of the corporation are:

| <u>Name</u> | <u>Street Address</u> |
|-----------------------|--|
| Kenneth E. LaRoe | 5301 Central Avenue, St. Petersburg, Florida 33710 |
| Christopher D. Castro | 400 South Orange Avenue, Orlando, Florida 32801 |
| Michele R. Glorie | 5301 Central Avenue, St. Petersburg, Florida 33710 |

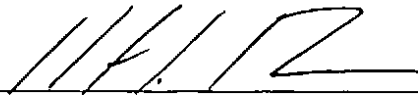
| <u>Name</u> | <u>Street Address</u> |
|------------------|--|
| Jared M. Myers | 8451 Palm Parkway, Lake Buena Vista, Florida 32836 |
| Dominick Mjartan | 1545 Sumter Street, Columbia, South Carolina 29201 |
| Nancy B. Wolf | 1105 Kensington Park Drive, Altamonte Springs, Florida 32714 |

A majority of the full board of directors may, at any time during the year following the annual meeting of shareholders, increase the number of directors of this corporation by not more than two and appoint persons to fill the resulting vacancies.

ARTICLE VI

The name and street address of the person signing these Articles of Incorporation as incorporator is Kenneth E. LaRoe, 5301 Central Avenue, St. Petersburg, Florida 33710.

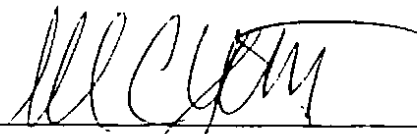
In witness of the foregoing, the undersigned incorporator has executed these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets his hand and seal as of March 17, 2021.



 Kenneth E. LaRoe

Approved by the Florida Office of Financial Regulation this 30th day of March, 2021.

Tallahassee, Florida



 Russell C. Weigel III
 Commissioner, Florida Office of Financial Regulation

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

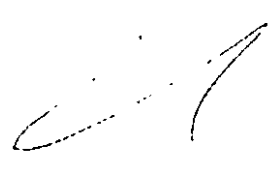
In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

Climate First Bank (the "Corporation") desiring to organize as a domestic corporation or qualify under the laws of the State of Florida has named and designated Michele R. Glorie as its Registered Agent to accept service of process within the State of Florida with its registered office located at 5301 Central Avenue, Pinellas County, St. Petersburg, Florida 33710.

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 18th day of March, 2021.



Michele R. Glorie, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA