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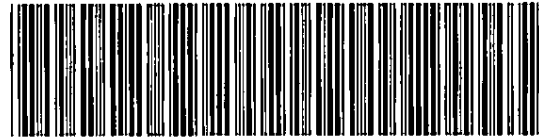
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CLERK OF STATE
TALLAHASSEE, FLORIDA

2021 AUG -9 AM 10:27

FILED



Commissioner Russell C. Weigel, III

August 9, 2021

VIA INTEROFFICE MAIL

Timothy Burch
Senior Section Administrator
Bureau of Commercial Recording
Florida Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314-6327

RECEIVED
2021 AUG -9 PM 3:34
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Dear Mr. Burch:

Please file the enclosed Articles of Incorporation for Waterfall Bank, Clearwater, Pinellas County, Florida, at your earliest convenience. The distribution of the certified copies should be as follows:

(1) One copy to: Mr. John P. Greeley, Esquire
Smith Mackinnon, P.A.
301 East Pine Street
Suite 750
Orlando, Florida 32801

Enclosed is check No. 0593, totaling \$87.50, payable to the Florida Department of State. The check represents payment for the filing fee for the accompanying Articles of Incorporation, as well as the fee and cost for an additional certified copy. If you have any questions, please do not hesitate to contact our Mike Reithmiller at 850-410-9523, or at Mike.Reithmiller@FLOFR.gov.

Sincerely,

Jason M. Guevara
Financial Administrator
Division of Financial Institutions

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF WATERFALL BANK

The undersigned for and behalf of individuals acting as directors for the purpose of forming a financial institution corporation in accordance with the Laws of the State of Florida, adopt the following Articles of Incorporation.

ARTICLE I

The name of the Corporation shall be Waterfall Bank (the "Corporation") and its initial place of business shall be at 500 McLennan Street, Clearwater, Florida 33756, in the County of Pinellas and State of Florida. These Articles shall be effective upon filing.

ARTICLE II

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.

ARTICLE III

The total number of shares authorized to be issued by the corporation shall be 25,000,000. 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 \$12,500,000 in paid-in common capital stock to be divided into 2,500,000 shares. The amount of surplus with which the Corporation will begin business will be not less than \$12,500,000. All common capital stock and surplus shall be paid in cash.

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). 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 by not more than two and appoint persons to fill resulting vacancies. The names and street addresses of the first directors of the Corporation are:

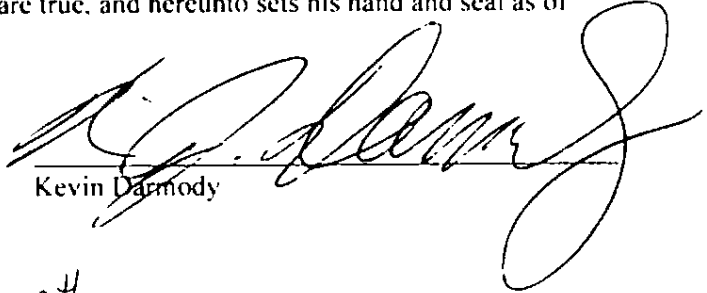
<u>Name</u>	<u>Street Address</u>
Benjamin Atkins	500 McLennan St, Clearwater, FL 33756
David Baruch	173 Bridge Plaza N, Fort Lee, NJ 07024
Julian Mesa	500 McLennan St, Clearwater, FL 33756
William Klich	500 McLennan St, Clearwater, FL 33756
Kevin Darmody	500 McLennan St, Clearwater, FL 33756
Melissa Atkins	500 McLennan St, Clearwater, FL 33756
William Hynes	500 McLennan St, Clearwater, FL 33756
Michelle Weiner	500 McLennan St, Clearwater, FL 33756

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TALLAHASSEE, FLORIDA

ARTICLE V

The name and street address of the person signing these Articles of Incorporation as incorporator is Kevin Darmody, 500 McLennan Street, Clearwater, Florida 33756.

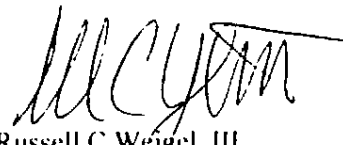
In witness of the foregoing, the undersigned incorporator has executed these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereunto sets his hand and seal as of August 5, 2021.



Kevin Darmody

Approved by the Office of Financial Regulation this 9th day of August, 2021.

Tallahassee, Florida



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

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