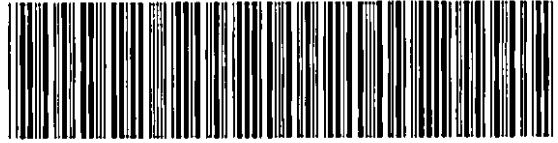


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T. BURCH
NOV 5 2021



Commissioner Russell C. Weigel, III

November 5, 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 Locality Bank, Fort Lauderdale, Florida. **effective immediately upon filing.**

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
# 124779	\$87.50

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 copies to: Gregory K. Bader, Esq.
Gunster, Yoakley & Stewart, P.A.
450 East Las Olas Boulevard, Suite 1400
Fort Lauderdale, FL 33301-4206
Office (954) 713-6407

If you have any questions, please do not hesitate to contact Kim McGill at Kim.McGill@flodfr.gov or (850) 410-9524.

Sincerely,

Jason M. Guevara
Financial Administrator
Division of Financial Institutions

D
11:00
ALLAHOUE, FLORIDA

**ARTICLES OF INCORPORATION
OF
LOCALITY BANK**

The undersigned incorporator, a natural person competent to contract, hereby presents these Articles of Incorporation for the formation of a financial institution corporation in accordance with Florida law. These Articles shall be effective upon filing.

ARTICLE I

NAME, PRINCIPAL PLACE OF BUSINESS AND REGISTERED AGENT

The name of the corporation shall be Locality Bank (the "Bank"), and its place of business shall be at 300 SW 1st Avenue, Ft. Lauderdale, Broward County, Florida 33301. The name of the registered agent is Keith Costello at 300 SW 1st Avenue, Ft. Lauderdale, Florida 33301.

ARTICLE II

NATURE OF BUSINESS

The general nature of the business to be transacted shall be that of a general banking business as provided by the laws of the State of Florida with all the rights, powers, and privileges granted and conferred by the Florida financial institutions codes.

ARTICLE III

CAPITAL STOCK

The total number of shares authorized to be issued by the Bank is twenty million (20,000,000) shares of common stock, par value five dollars (\$5.00) per share ("Common Stock"), which shall be a single class. The Bank shall begin business with at least \$11,500,000 of paid-in-capital, to be derived from the issuance of two million three hundred thousand (2,300,000) shares of Common Stock. The initial capital surplus with which the Bank will begin business will not be less than \$11,500,000 all of which (capital stock and surplus) shall be paid in cash.

ARTICLE IV

EXISTENCE

The Bank shall exist perpetually unless terminated pursuant to the Florida financial institutions codes.

ARTICLE V
NUMBER OF DIRECTORS

The Board of Directors of this Bank shall consist of not fewer than five (5) individuals, each of whom must be elected, except where a director is appointed to fill a vacancy. Commencing with the organizational meeting of shareholders, the directors shall be divided into three classes, designated Class I, Class II and Class III. Each class shall consist, as nearly as may be possible, of one-third (33 1/3%) of the full Board of Directors. The term of the Class I directors shall terminate on the date of the 2023 annual meeting of shareholders, the term of the Class II directors shall terminate on the date of the 2024 annual meeting of shareholders and the term of the Class III directors shall terminate on the date of the 2022 annual meeting of shareholders. At each annual meeting of shareholders beginning in 2022, successors to the class of directors whose term expires at that annual meeting shall be elected for a three (3) year term. If the number of directors has changed, any increase or decrease shall be apportioned among the classes so as to maintain the number of directors in each class as nearly equal as possible, and any additional directors of any class elected to fill a vacancy resulting from an increase in such class shall hold office for a term that shall coincide with the remaining term of that class, but in no case will a decrease in the number of directors shorten the term of any incumbent director.

Elections are to be held at the annual meeting of shareholders or at a special meeting. A director shall hold office until the annual meeting for the year in which his or her term expires and until his successors shall be elected and shall qualify, subject, however, to the director's prior death, resignation, retirement, disqualification or removal from office. Any vacancy on the Board of Directors, howsoever resulting (including vacancies created as a result of a resolution of the Board of Directors increasing the authorized number of directors), may be filled by a majority of the directors then in office, even if less than a quorum, or by a sole remaining director. 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 the Bank by not more than two (2) per year and appoint persons to fill the resulting vacancies. Any director elected to fill a vacancy shall hold office for a term that shall coincide with the term of the class to which such director shall have been elected.

After the 2022 annual meeting of shareholders, each director shall be limited to serving two (2) consecutive three (3) year terms as a director unless a majority of the full Board of Directors allows the director to serve additional three (3) year terms.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of eleven (11) persons. The names and street addresses of the initial members of the Board are as follows:

<u>Name</u>	<u>Street Address</u>
Keith Cobb	100 East Las Olas Boulevard #4103

	Fort Lauderdale, FL 33301
Keith Costello	300 SW 1st Avenue, Suite 155 Ft. Lauderdale, FL 33301
Ken Lehman	1408 N. Abingdon Street Arlington, VA 22207
Alexandra Mastriana-Solal	1500 N Federal highway, Suite 201 Fort Lauderdale, FL 33304
Stuart R. Morris	7284 W. Palmetto Park Road, Suite 101 Boca Raton, FL 33433
Dennis St. Romain	717 Middle River Drive Fort Lauderdale, FL 33304
Alfred Thomas	649 Idlewyld Drive Fort Lauderdale, FL 33301
Kelsey Weaver	4714 Nevada Avenue Nashville, TN 37209
Zenios M. Zenios	1759 Woodland Hall Drive Delaware, OH 43015

ARTICLE VII

INDEMNIFICATION OF DIRECTORS AND OFFICERS

Any person, his heirs, executors, or administrators, may be indemnified or reimbursed by the Bank for reasonable expenses actually incurred in connection with any action, suit, or proceeding, civil or criminal, to which he or they shall be made a party by reason of his being or having been a director, officer, or employee of the Bank or of any firm, corporation, or organization which he served in any such capacity at the request of the Bank, to the fullest extent permitted by Florida law.

The Bank may, upon the affirmative vote of a majority of its Board of Directors, purchase insurance for the purpose of indemnifying its directors, officers, and other employees to the extent that such indemnification is allowed in the preceding paragraph. Such insurance may, but need not, be for the benefit of all directors, officers, or employees.

ARTICLE VIII

AMENDMENT

Subject to the prior written approval of the Florida Office of Financial Regulation, these Articles of Incorporation may be amended at any regular meeting or special meeting of the

shareholders by the affirmative vote of the holders of a majority of the stock of this Bank, unless the vote of the holders of a greater amount of stock is required by law, and in that case by the vote of the holders of such greater amount.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 5th day of November, 2021.



Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept the service of process for the above-stated Corporation at the place designated in these Articles, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of the position as registered agent as provided for in Chapter 607, Florida Statutes.

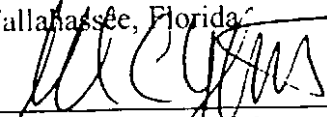
/s/ Keith Costello

Keith Costello

**APPROVAL FROM
FLORIDA OFFICE OF FINANCIAL REGULATION**

The Articles of Incorporation of Locality Bank are hereby approved by the Office of Financial Regulation this 5th day of November, 2021.

Tallahassee, Florida



Russell C. Weigel, III
Commissioner
Office of Financial Regulation

RECEIVED
NOV 10 2021
10:11 AM
OFFICE OF FINANCIAL REGULATION
TALLAHASSEE, FLORIDA