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TALLAHASSEE, FLORIDA



Commissioner Russell C. Weigel, III

December 28, 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 Commerce Bank & Trust, Winter Park, Florida, **effective 12:01am, December 30, 2021.**

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
#	\$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: Daniele Buzzerio
Vice President & Chief Financial Officer
Commerce National Bank & Trust
1201 S. Orlando Avenue, Suite 100
Winter Park, FL 32789
Main: (407) 622-8181 ext. 102

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Sincerely,

Jason M. Guevara
Financial Administrator
Division of Financial Institutions

**ARTICLES OF INCORPORATION
OF
COMMERCE BANK & TRUST**

The undersigned, for the purpose of forming a corporation under and by virtue of the Laws of the State of Florida, adopts the following Articles of Incorporation which shall be effective at 12:01 a.m., Eastern Standard Time, on December 30, 2021.

ARTICLE I

The name of the corporation shall be Commerce Bank & Trust and its initial place of business shall be located at 1201 S. Orlando Avenue, Suite 100, Winter Park, Florida 32789.

ARTICLE II

The corporation is incorporated by conversion from a national banking association which shall be effective at 12:01 a.m., Eastern Standard Time, on December 30, 2021.

ARTICLE III

The general nature of the business to be transacted by this corporation shall be that of a general commercial banking business, with the right and authority to engage in trust business and act as a fiduciary to the fullest extent permitted by law, and 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 IV

The total number of shares authorized to be issued by the corporation shall be 2,000,000. Such shares shall be of a single class of common stock and shall have a par value of \$5.00 per share. Upon the filing of these Articles of Incorporation, the corporation shall have at least \$3,500,000 in paid-in common capital stock to be divided into 700,000 shares. The amount of surplus with which the corporation shall have upon the filing of these Articles of Incorporation shall not be less than \$8,484,000.

ARTICLE V

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

ARTICLE VI

The number of directors shall not be fewer than five (5). The names and street addresses of the directors of the corporation upon the adoption of these Articles of Incorporation are:

<u>Name</u>	<u>Street Address</u>
Ray D. Colado	1201 S. Orlando Avenue, Suite 100, Winter Park, Florida 32789
Guy D. Colado	1201 S. Orlando Avenue, Suite 100, Winter Park, Florida 32789
Ashley Steiner	1201 S. Orlando Avenue, Suite 100, Winter Park, Florida 32789

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TALLAHASSEE, FLORIDA

<u>Name</u>	<u>Street Address</u>
Jane Louttit	1201 S. Orlando Avenue, Suite 100, Winter Park, Florida 32789
Russell Barkett	1201 S. Orlando Avenue, Suite 100, Winter Park, Florida 32789
Jennifer Bates	1201 S. Orlando Avenue, Suite 100, Winter Park, Florida 32789
Richard "Rick" Vaughan	1201 S. Orlando Avenue, Suite 100, Winter Park, Florida 32789

Any vacancy on the board of directors may be filled by action of the board of directors; provided, however, that without the approval of the shareholders of the corporation the board of directors may not increase the number of directors to a number which exceeds by more than one the number of directors last elected by the shareholders. Any increase or decrease of the number of directors by more than one member shall require the approval of the shareholders.

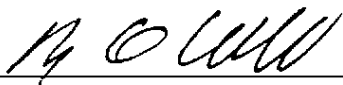
ARTICLE VII

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 VIII

The name and street address of the person signing these Articles of Incorporation as incorporator is Ray D. Colado, 1201 S. Orlando Avenue, Suite 100, Winter Park, Florida 32789.

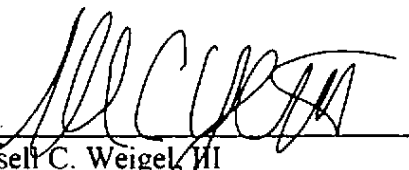
In witness of the foregoing, the undersigned incorporator has executed these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets his hand and seal this 13th of December, 2021.



 Ray D. Colado

Approved by the Florida Office of Financial Regulation this 27th day of December, 2021.

Tallahassee, Florida



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

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