

P22 000030669

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

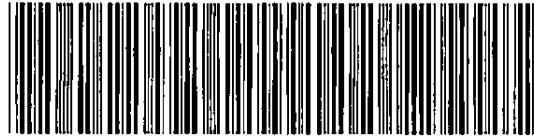
(Business Entity Name)

(Document Number)

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2022 MAR 16 AM 11:24

CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

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2022 APR 22 AM 8:36

CLERK OF DISTRICT COURT  
TALLAHASSEE, FL

Igler & Pearlman PA  
Requester's Name  
2457 Care Drive  
Address  
Tallahassee FL 878-2411  
City/State/Zip Phone #

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. Churchill Bank Corporation  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- ☒ Walk in ☐ Pick up time \_\_\_\_\_ ☐ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

**NEW FILINGS**

- ☒ Profit  
☐ Not for Profit  
☐ Limited Liability  
☐ Domestication  
☐ Other

**OTHER FILINGS**

- ☐ Annual Report  
☐ Fictitious Name

**AMENDMENTS**

- ☐ Amendment  
☐ Resignation of R.A., Officer/Director  
☐ Change of Registered Agent  
☐ Dissolution/Withdrawal  
☐ Merger

**REGISTRATION/QUALIFICATION**

- ☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☐ Trademark  
☐ Other

Examiner's Initials



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

March 17, 2022

IGLER & PEARLMAN PA  
2457 CARE DRIVE  
TALLAHASSEE, FL

SUBJECT: CHURCHILL BANK CORPORATION  
Ref. Number: W22000035072

RECEIVED  
2022 APR 22 AM 9:39  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

We have received your document for CHURCHILL BANK CORPORATION and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list at least one incorporator with a complete business street address. ✓

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Neysa Culligan  
Regulatory Specialist III

Letter Number: 322A00006361



Commissioner Russell C. Weigel, III

March 9, 2022

VIA ELECTRONIC MAIL

Mr. Richard Pearlman, Esquire  
Igler & Pearlman  
2457 Care Drive, Suite 203  
Tallahassee, Florida 32308

Re: Churchill Bank Corporation

Dear Mr. Pearlman:

Reference is made to your recent letter requesting approval to register the above-referenced name with the Florida Secretary of State. The request in relationship to the formation of a bank holding company in the future.

Section 655.922, Florida Statutes, exempts a financial institution, holding company or its subsidiaries from the prohibition of using the word "bank," "banco," "banque," "banker," "banking," "trust company," "savings and loan association," "savings bank," or "credit union," or words of similar import, in any context or in any manner in its corporate name. Therefore, this Office will not object to the use of the above referenced name being registered to transact business in the state of Florida. However, this correspondence is not intended to grant the authority to act in any licensed capacity until all licensing requirements have been met within this state.

Sincerely,

Russell C. Weigel, III  
Commissioner  
Office of Financial Regulation

RCW:jrj

cc: Lee Yarbrough, Chief, Bureau of Commercial Recordings, Division of Corporations,  
Department of State

**FILED**

**2022 APR 22 AM 8:36**

**ARTICLES OF INCORPORATION  
OF  
CHURCHILL BANK CORPORATION**

**SECRETARY OF STATE  
TALLAHASSEE, FL**

Pursuant to Sections 607.0201, 607.0202, and 607.0203, *Florida Statutes*, the undersigned Incorporator of Churchill Bank Corporation (the "Corporation") hereby adopts the following Articles of Incorporation.

**ARTICLE I**

The name of the Corporation shall be Churchill Bank Corporation. The Corporation's initial principal office and mailing address shall be 915 Chestnut Street, Clearwater, Florida 33756.

**ARTICLE II**

The general nature of the business to be transacted by the Corporation shall be any permissible under the laws of the United States of America and the State of Florida.

**ARTICLE III**

The total number of shares authorized to be issued by the Corporation shall be 60,000,000:

One class shall consist of 50,000,000 shares of common stock, no par value.

The Corporation shall have authority to issue up to an aggregate of 10,000,000 shares of preferred stock. The Board of Directors of the Corporation shall be empowered, to divide any and all shares of the preferred stock into classes or series and to fix and determine the relative rights and preferences of the shares of any class or series so established in accordance with Sections 607.0602, *Florida Statutes*, including:

(i) the distinctive designation of such class or series, and the number of shares which shall constitute such class or series;

(ii) the rate of dividends payable on shares of such class or series, whether dividends shall be cumulative or non-cumulative, and conditions upon which and the date when such dividends shall be accumulated on all shares of such class or series issued prior to the record date for the first dividend of such class or series;

(iii) the time or times when and the price or prices at which shares of such class or series shall be redeemable at the option of the holder or of the Corporation and the sinking fund provisions, if any, for the purchase or redemption of such shares;

(iv) the amount payable on shares of such class or series in the event of any liquidation, dissolution or winding up of the affairs of the Corporation, whether all or a portion is paid before any amount is paid on the common stock;

(v) the rights, if any, of the holders of shares of such class or series to convert such shares into, or exchange such shares for, shares of common stock or shares of any other class or series of preferred stock and the terms and conditions of such conversion or exchange; and

(vi) whether the shares of such class or series have voting rights and the extent of such voting rights, if any.

The Board of Directors shall have the power to reclassify any unissued shares of any class or series of preferred stock from time to time by setting or changing the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or terms or conditions of redemption, including but not limited to, but subject to the limitations described in, the above provisions.

#### **ARTICLE IV**

The term for which the Corporation shall exist shall be perpetual.

#### **ARTICLE V**

The number of directors shall not be fewer than one nor more than fifteen, as set by the Board of Directors from time to time.

#### **ARTICLE VI**

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent required by Section 607.0850, *Florida Statutes*, and may indemnify such persons to the fullest extent permitted by Section 607.0850 *Florida Statutes*, subject in each case to restrictions, if any, in the Articles of incorporation. The Corporation shall have the power to purchase and maintain at its cost and expense insurance on behalf of such other persons to the fullest extent permitted by Section 607.0850 *Florida Statutes*.

The right to indemnification conferred in this Article VI shall include the right to be paid or reimbursed by the Corporation for the reasonable expenses incurred by a person of the type entitled to be indemnified under this Article VI who was, is or is threatened to be made a named defendant or respondent in a proceeding in advance of the final disposition of the proceeding and without any determination as to the person's ultimate entitlement to indemnification; provided, however, that the payment of such expenses incurred by any such person in advance of the final disposition of a proceeding, shall be made only upon delivery to the Corporation of a written affirmation by such director or officer of his or her good faith belief that he or she has met the standard of conduct necessary for indemnification under this Article VI and a written undertaking, by or on behalf of such person, to repay all amounts so advanced if it shall ultimately be determined that such indemnified person is not entitled to be indemnified under this Article VI or otherwise.

The Corporation, by adoption of a resolution of the Board of Directors, may indemnify and advance expenses to an employee or agent of the Corporation to the same extent and subject to the same conditions under which it may indemnify and advance expenses to directors and officers under this Article VI and the Corporation may indemnify and advance expenses to persons who are not or were not directors, officers, employees or agents of the Corporation while serving at the

request of the Corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise against any liability asserted against such person and incurred by such person in such a capacity or arising out of his status as such a person to the same extent that it may indemnify and advance expenses to directors under this Article VI.

The right to indemnification and the advancement and payment of expenses conferred in this Article VI shall not be exclusive of any other right which a director or officer or other person indemnified pursuant to this Article VI may have or hereafter acquire under any law (common or statutory), provision of the Articles of Incorporation or Bylaws, agreement, vote of shareholders or disinterested directors, or otherwise.

The Corporation may purchase and maintain insurance, at its expense, to protect itself and any person who is or was serving as a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic corporation, partnership, joint venture, proprietorship, employee benefit plan, trust or other enterprise against any expense, liability, or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under this Article VI.

If this Article VI or any portion hereof shall be invalidated on any ground by any court of competent jurisdiction, then the Corporation shall nevertheless indemnify and hold harmless each director, officer, or any other person indemnified pursuant to this Article VI as to costs, charges, and expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement with respect to any action, suit or proceeding, whether civil, criminal, administrative, or investigative, to the full extent permitted by any applicable portion of this Article VI that shall not have been invalidated and to the fullest extent permitted by applicable law.

In witness of the foregoing, and in accordance with Section 607.0120, *Florida Statutes*, the undersigned Incorporator executed these Articles of Incorporation this 10<sup>th</sup> day of March, 2022.



Richard Pearlman, Incorporator

2457 Care Drive  
Suite 203  
Tallahassee, FL 32308

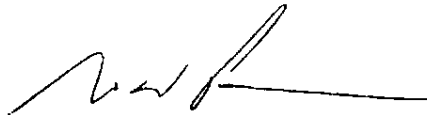
**CERTIFICATE DESIGNATING  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, *Florida Statutes*, the undersigned corporation, organized under the Laws of the State of Florida, submits the following statement in designating the Registered Office/Registered Agent, in the State of Florida:

1. The name of the corporation is: Churchill Bank Corporation
2. The name and address of the registered agent and office is:

Igler and Pearlman, P.A.  
2457 Care Drive, Suite 203  
Tallahassee, Florida 32308

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Richard Pearlman, President

3-16-22

Date

**FILED**

**2022 APR 22 AM 8:37**

**SECRETARY OF STATE  
TALLAHASSEE, FL**