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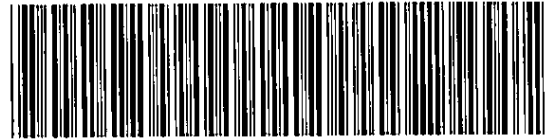
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Account#: I20000000088

Date: 08/18/2022

Name: Merritt Walker

Reference #: 1764856

Entity Name: BARWICK BANCORP, INC.

☒ Articles of Incorporation/Authorization to Transact Business

☐ Amendment

☐ Change of Agent

☐ Reinstatement

☐ Conversion

☐ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

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Authorized Amount: \$78.75

Signature: *MM*



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TALLAHASSEE
FL 32301

Authorized Amount: \$78.75

Signature: 

**ARTICLES OF INCORPORATION
OF
BARWICK BANCORP, INC.**

The undersigned, being of legal age and desiring to form a corporation (hereinafter referred to as the "Corporation") pursuant to the provisions of the Florida Business Corporation Act, as amended (such Act, as amended from time to time, is hereinafter referred to as the "Act"), executes the following Articles of Incorporation.

ARTICLE I

Name

The name of the Corporation is Barwick Bancorp, Inc.

ARTICLE II

Duration

The Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall have perpetual duration unless sooner dissolved according to law.

ARTICLE III

Purpose

The general purpose of the Corporation shall be the transaction of any and all lawful business for which corporations may be incorporated under the Act. The Corporation shall have all of the powers enumerated in the Act and all such other powers as are not specifically prohibited to corporations for profit under the laws of the State of Florida.

ARTICLE IV

Capital Stock

A. **Number and Class of Shares Authorized; Par Value.**

The Corporation is authorized to issue the following shares of capital stock:

(1) **Common Stock.** The Corporation shall have authority to issue an aggregate of 5,000,000 shares of common stock with a par value of \$5.00 per share (referred to in these Articles of Incorporation as "Common Stock").

B. **Description of Common Stock.** The terms, preferences, limitations and relative rights of the Common Stock are as follows:

(1) **Dividends on Common Stock.** The holders of Common Stock shall be entitled to receive such dividends if, as, and when declared by the Board of Directors out of funds legally available therefor.

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JACKSONVILLE, FLORIDA

(2) Voting Rights. Each record holder of Common Stock shall be entitled to one vote for each share held. Holders of Common Stock shall have no cumulative voting rights in any election of directors of the Corporation.

(3) Preemptive Rights. 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 V

Initial Registered Office and Agent; Principal Place of Business

The initial registered office of this Corporation shall be located in St. Augustine, County of St. Johns, State of Florida, and its address there shall be, at present, 1200 Plantation Island Drive, Suite 110, St. Johns County, St. Augustine, Florida 32080, and the initial registered agent of the Corporation at that address shall be James J. Bange, Jr.. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation. The principal place of business and the mailing address of the Corporation shall be: 1200 Plantation Island Drive, Suite 110, St. Johns County, St. Augustine, Florida 32080.

ARTICLE VI

Initial Board of Directors

The initial Board of Directors of the Corporation shall consist of five (5) directors. The name and street address of the initial directors of this Corporation are:

<u>Name</u>	<u>Address</u>
James J. Bange, Jr.	1200 Plantation Island Drive, Suite 110, St. Augustine, Florida 32080
Chad Bowling	1200 Plantation Island Drive, Suite 110, St. Augustine, Florida 32080
Kenneth R. Kresge	1200 Plantation Island Drive, Suite 110, St. Augustine, Florida 32080
Robert McLeod	1200 Plantation Island Drive, Suite 110, St. Augustine, Florida 32080
Preston B. Sloan	1200 Plantation Island Drive, Suite 110, St. Augustine, Florida 32080

The number of Directors of this Corporation shall be the number from time to time fixed by the Shareholders, or by the Directors, in accordance with the terms and conditions of the Bylaws, but at no time shall said number of Directors be less than one.

ARTICLE VII

Incorporator

The name and street address of the person signing these Articles of Incorporation as Incorporator are:

James J. Bange, Jr.
1200 Plantation Island Drive, Suite 110
St. Augustine, Florida 32080

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ARTICLE VIII

Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE IX

Amendment

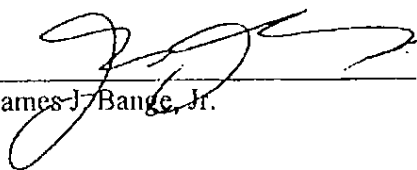
This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X

Headings and Captions

The headings or captions of these various Articles of Incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned does hereby make and file 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 17th day of August, 2022.


James J. Bange, Jr.

22 AUG 18 AM 3:09
SECRETARY
JAMES J. BANGE, JR.

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

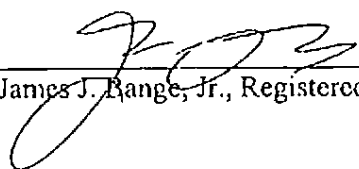
In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

Barwick Bancorp, Inc. (the "Corporation") desiring to organize as a domestic corporation or qualify under the laws of the State of Florida has named and designated James J. Bange, Jr. as its Registered Agent to accept service of process within the State of Florida with its registered office located at 1200 Plantation Island Drive, Suite 110, St. Augustine, Florida 32080.

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 17th day of August, 2022.



James J. Bange, Jr., Registered Agent

22 AUG 18 AM 3:08
STATE OF FLORIDA
CLERK OF THE COURT



Commissioner Russell C. Weigel, III

VIA ELECTRONIC MAIL

August 3, 2022

John P. Greeley
301 East Pine Street
Suite 750
Orlando, Florida 32801

Re: Barwick Bancorp, Inc

Dear Mr. Greeley:

Reference is made to your recent letter requesting approval to register the above-referenced name with the Florida Secretary of State by Barwick Bancorp, Inc., which will serve as the holding company of Barwick Banking Company an FDIC regulated bank located in Barwick, Georgia.

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 in the state of Florida. However, this correspondence is not intended to grant the authority to act in any fiduciary and/or licensed capacity until all licensing requirements have been met within this state.

Sincerely,

Russell C. Weigel, III
Commissioner
Office of Financial Regulation

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RCW:jrr

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