

P95000013822



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 30, 1995

MARINE BANK OF THE FLORIDA KEYS
12290 OVERSEAS HWY
MARATHON, FL 33050

SUBJECT: MARINE BANK OF THE FLORIDA KEYS
Ref. Number: P95000013822

To Whom It May Concern:

In a recent audit of our records we have determined that the original Articles of Incorporation for MARINE BANK OF THE FLORIDA KEYS, document number P95000013822, has been misplaced and has not been filmed for the official record.

The purpose of this letter is to ask you to furnish us with a photocopy of the articles, so that we can complete our records.

Please send the copy to:

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
Attn: Lyn Turley

I hope this request is not too much of an inconvenience.

Should you have any questions regarding this matter, please feel free to contact me at (904) 487-6900.

Sincerely,
Lyn Turley, Assistant Chief
Bureau of Commercial Recording

Letter number: 695A00027086

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

ACKNOWLEDGMENT

STATE OF FLORIDA)
COUNTY OF MONROE) ss.

I HEREBY CERTIFY that the directors specified herein, who are all personally known to me, personally appeared before me and acknowledged before me that each is a director of MARINE BANK OF THE FLORIDA KEYS, a Florida corporation; that each executed the foregoing Articles of Incorporation for and on behalf of said corporation, and is a director of said corporation, and that the statements contained therein are true and correct.

WITNESS my hand and official seal in the State of Florida and County aforesaid, this 4 day of JANUARY, 1995.



OFFICIAL SEAL
BARBARA B. HOOD
My Commission Expires
Nov. 18, 1995
My Commission expires:

Barbara B. Hood
NOTARY PUBLIC

APPROVAL BY THE DEPARTMENT OF BANKING AND FINANCE

APPROVED by the Department of Banking and Finance this 16th day
of February, 1995.

Tallahassee, Florida

Robert L. Milligan
ROBERT MILLIGAN
Comptroller of the State of
Florida and Head of the
Department of Banking and
Finance

*Rec'd
2/21/95
[Signature]*



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 17, 1995

**WILLIAM S. DANIELS
MARINE BANK OF THE FLORIDA KEYS
P.O. BOX 522708
MARATHON, FL 33052-2708**

The Articles of Incorporation for MARINE BANK OF THE FLORIDA KEYS were filed on February 17, 1995 and assigned document number P95000013822. Please refer to this number whenever corresponding with this office regarding the above corporation. The certification you requested is enclosed.

PLEASE NOTE: COMPLIANCE WITH THE FOLLOWING PROCEDURES IS ESSENTIAL TO MAINTAINING YOUR CORPORATE STATUS. FAILURE TO DO SO MAY RESULT IN DISSOLUTION OF YOUR CORPORATION.

A CORPORATION ANNUAL REPORT MUST BE FILED WITH THIS OFFICE BETWEEN JANUARY 1 AND MAY 1 OF EACH YEAR BEGINNING WITH THE CALENDAR YEAR FOLLOWING THE YEAR OF THE FILING DATE NOTED ABOVE AND EACH YEAR THEREAFTER. FAILURE TO FILE THE ANNUAL REPORT ON TIME MAY RESULT IN ADMINISTRATIVE DISSOLUTION OF YOUR CORPORATION.

A FEDERAL EMPLOYER IDENTIFICATION (FEI) NUMBER MUST BE SHOWN ON THE ANNUAL REPORT FORM PRIOR TO ITS FILING WITH THIS OFFICE. CONTACT THE INTERNAL REVENUE SERVICE TO RECEIVE THE FEI NUMBER IN TIME TO FILE THE ANNUAL REPORT AT 1-800-829-3676 AND REQUEST FORM SS-4.

SHOULD YOUR CORPORATE MAILING ADDRESS CHANGE, YOU MUST NOTIFY THIS OFFICE IN WRITING, TO INSURE IMPORTANT MAILINGS SUCH AS THE ANNUAL REPORT NOTICES REACH YOU.

Should you have any questions regarding corporations, please contact this office at the address given below.

Brendolyn Bruton, Corporate Specialist
New Filings Section

Letter Number: 395A00007384

ARTICLES OF INCORPORATION
FOR
MARINE BANK OF THE FLORIDA KEYS

FILED
1955 FEB 17 PM 2:36
TALLAHASSEE, FLORIDA

These Articles of Incorporation are signed by the Directors for the purpose of forming a corporation pursuant to Chapter 607 of the Florida Statutes, known as the Florida General Corporation Act.

ARTICLE I
NAME OF CORPORATION

The name of the Corporation is MARINE BANK OF THE FLORIDA KEYS

ARTICLE II
PURPOSES

The purpose or purposes for which the corporation is organized are as follows:

The Corporation shall engage in the general commercial banking business with all of the rights, powers, and privileges granted and conferred under the Florida Financial Institutions Codes, regulating the organization, powers, and management of banking corporations.

The corporation may also engage in any and all lawful activities, or businesses, permitted under the laws of the United States, State of Florida or any other state or country.

ARTICLE III
CAPITAL STOCK

The total number of shares authorized to be issued by the corporation shall be 500,000 common shares. Such shares shall be of a single class and shall have a par value of \$5.00 per share.

ARTICLE IV
INITIAL CAPITAL OF THE CORPORATION

The corporation shall begin business with at least \$3,000,000 in paid-in common capital stock to be divided into at least 300,000 shares. The amount of surplus with which the corporation will begin business will be not less than \$1,350,000 and the amount of undivided profits, not less than \$150,000, all of which (capital stock, surplus, and undivided profits) shall be paid in cash.

ARTICLE V
PREEMPTIVE RIGHTS

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the subscription price offered to the general public, a pro rata portion of any stock of any class that the corporation may issue or sell.

ARTICLE VI
TERM OF CORPORATE EXISTENCE

The term for which said corporation shall exist shall be perpetual unless terminated pursuant to the Florida Banking Code.

ARTICLE VII
REGISTERED CORPORATE OFFICE AND RESIDENT AGENT

The address of the initial office of the corporation shall be at 11290 Overseas Highway, in the Village of Marathon, Monroe County, Florida 33050. The mailing address of the corporation shall be 11290 Overseas Highway, Marathon, FL 33052.

The name of the registered agent is JOHN W. CONLIN, whose address is 63 53rd Street, Ocean, Marathon, FL 33050.

ARTICLE VIII
DIRECTORS

The initial Board of Directors shall consist of eleven (11) directors, and there 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 in which such action has been authorized, increase the number of directors by not more than two and appoint persons to fill the resulting vacancies.

The names and street addresses of the members of the first Board of Directors are as follows:

| | |
|-------------------------|--|
| John W. Allison | 3305 Prince, Conway, AR 72032 |
| Richard A. Buckheim | P.O. Box 430362, Big Pine Key, FL 33043 |
| John W. Conlin | 2557 Sombrero Blvd., Marathon, FL 33050 |
| William S. Daniels | 511 Avenida Primiceria, Marathon, FL 33050 |
| Jane F. Daniels | 511 Avenida Primiceria, Marathon, FL 33050 |
| Joseph V. Fisher | P.O. Box 420777, Summerland Key, FL 33042 |
| James F. Lewis | 7616 Gulfstream Blvd., Marathon, FL 33050 |
| Margaret Manson | 42 Schooner Bay Road, Key Largo, FL 33037 |
| David K. Ringemann | 204 107th Street Gulf, Marathon, FL 33050 |
| Christopher J. Schrader | 203 Apache Street, Tavernier, FL 33070 |
| John Vandersterre | 1515 Sombrero Blvd., Marathon, FL 33050 |

These Articles of Incorporation are hereby executed by the undersigned directors on this _____ day of _____, 1994.


JOHN W. ALLISON


RICHARD A. BUCKHEIM

J. W. Conlin

JOHN W. CONLIN

William S. Daniels

WILLIAM S. DANIELS

Jane F. Daniels

JANE F. DANIELS

Joseph V. Fisher

JOSEPH V. FISHER

James F. Lewis

JAMES F. LEWIS

Margaret Manson

MARGARET MANSON

David K. Ringemann

DAVID K. RINGEMANN

Christopher J. Schrader

CHRISTOPHER J. SCHRADER

John Vandersterre

JOHN VANDERSTERRE

P95000013822

JOHN W. CONLIN

P.O. BOX 500097

60 53RD STREET, OCEAN

MARATHON, FLORIDA 33050-0097

JOHN W. CONLIN
DERMOT P. MAO MAHON

17 July 1996

TELEPHONE
(305) 743-7900
FAX
(305) 743-7841

Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

Attn: Amendment Division

RE: Marine Bank of the Florida Keys

200001901562
-07/23/96--01051--003
*****35.00 *****35.00

Ladies/Gentlemen:

Enclosed for filing, please find:

- Articles of Amendment to Articles of Incorporation of Marine Bank of the Florida Keys

Also enclosed is our check in the amount of \$35.00 in payment of the filing fee.

If you have any questions, please call me. Thank you for your cooperation.

Very truly yours,

JOHN W. CONLIN

JWC:sj

Enclosure

FILED
96 JUL 22 AM 11:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JWEN12
PRG
7-29

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MARINE BANK OF THE FLORIDA KEYS

FILED
96 JUL 22 AM 11:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO the provisions of Section 607.1006, Florida Statutes, this Florida corporation adopts the following articles of amendment to its Articles of Incorporation:

Article III, entitled "CAPITAL STOCK", is hereby deleted and the following Article III, entitled "CAPITAL STOCK" is hereby substituted in its place:

ARTICLE III
CAPITAL STOCK

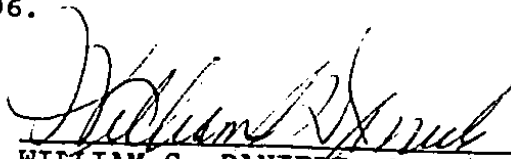
The total number of shares authorized to be issued by the corporation shall be 500,000 common shares. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

The date of this Amendment was 22 April 1996.

The amendment to Article III of the Articles of Incorporation was approved by the shareholders of the Marine Bank of the Florida Keys. The number of votes cast was sufficient for approval.

In all other respects, the Articles of Incorporation of the Marine Bank of the Florida Keys shall remain as originally executed and filed.

Signed this 31st day of May, 1996.


WILLIAM S. DANIELS, President