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Inter-Office
Communication

Comptroller of Florida
Division of Banking

DATE: December 31, 1996

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TO: Karon Beyer, Department of State
Division of Corporations - Bureau of Commercial Recordings

FROM: Bruce Ricca, Licensing and Chartering *BR*

SUBJ: **GULF SHORE BANC, Naples, Collier County**
(Name Change to Village Banc of Naples)

Please file the attached Amendment to the Articles of Incorporation for the above-referenced institution, using **today's date**, as the effective date.

Please make the following distribution of certified copies:

- (1) One copy to: Division of Banking
Office of Licensing and Chartering
- (2) One copy to: Federal Deposit Insurance Corporation
One Atlantic Center, Suite 1600
1201 West Peachtree Street, N.E.
Atlanta, Georgia 30309-3449
- (3) One copy to: Mr. W. Thomas King
Smith, Gabrell & Russell
Atlanta Financial Center, Suite 1800
3343 Peachtree Road, N.E.
Atlanta, Georgia 30326-1010

FILED
96 DEC 31 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Also attached is a check which represents payment of the filing fees, charter tax and certified copies. If you have any questions, please call 487-1410.

cc: Bureau of Financial Institutions - District II

*Amended & Related
Name change
NFT
1/2/97*

(404) 204-2020
TELECOPIER (404) 204-2082

SMITH, GAMBRELL & RUSSELL, LLP

ATTORNEYS AT LAW
ATLANTA FINANCIAL CENTER
SUITE 1800
3343 PEACHTREE ROAD, N.E.
ATLANTA, GEORGIA 30326-1010
ESTABLISHED 1893

MIDTOWN OFFICE
SUITE 3100, PIONEERVADE II
1200 PEACHTREE STREET, N.W.
ATLANTA, GEORGIA 30309-3597
(404) 515-3500
TELECOPIER (404) 515-3507

CONFIDENTIALITY NOTE:

The information contained in this facsimile message is legally privileged and confidential information intended only for the use of the individual or entity named below. If the reader of this message is not the intended recipient, you are hereby notified that any dissemination, distribution or copy of this telecopy is strictly prohibited. If you have received this telecopy in error, please immediately notify us by telephone and return the original message to us at the address above via the United States Postal Service. Thank you.

Telecopier — ATLANTA FINANCIAL CENTER — (404) 284-2852

TELECOPY COVER SHEET

DATE: January 2, 1987

Send to:	Louise Jackson	From (Atty Name and No.):	W. Thomas King (623)
At (Firm/Company):	Florida Secretary of State	Phone:	(404) 264-2678
Telecopy:	904/487-8013 SEND TO THIS NUMBER ONLY	Client Matter Number:	027380.001
Phone:	904/487-8910	Number of Pages including Cover Sheet:	2

OPERATOR: _____ TIME COMPLETED: _____

PLEASE CALL (404) 284-2869 IF YOU HAVE ANY PROBLEMS

MESSAGE:

Dear Ms. Jackson:

Pursuant to our conversation with the Florida Department of Banking and Finance, we hereby submit a revised first page of the Amended and Restated Articles of Incorporation of Gulf Shore Banc (changing the corporate name to Village Banc of Naples). If you have any questions or comments, please do not hesitate to call me.

Very truly yours,

Tom King

FILED

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF GULF SHORE BANC**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, on November 14, 1996, acting as directors of Gulf Shore Banc ("corporation") for the purpose of amending and restating the Articles of Incorporation of this corporation, under and by virtue of the laws of the State of Florida, adopt the following Amended and Restated Articles of Incorporation, and no shareholder action is required for this action.

ARTICLE I

The name of the corporation shall be VILLAGE BANC OF NAPLES (formerly known as Gulf Shore Bank), and its initial place of business shall be at 4226 Gulf Shore Boulevard North in the City of Naples, in the County of Collier and State of Florida.

ARTICLE II

The general nature of the business to be transacted by this corporation shall be that of a general commercial banking business with all the rights, powers, and privileges granted and conferred by the Florida Banking Code, regulating the organization, powers, and management of banking corporations.

ARTICLE III

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 and shall have a par value of \$5.00 per share. The corporation shall begin business on opening day with at least \$5,178,000 in total capital accounts, of which not less than \$2,739,000 shall be allocated to paid-in capital and other capital accounts of not less than \$2,439,000 (allocated in accordance with Subsection 658.21(3) (a), (b) and (c) of the Florida Banking Code), unless a reduction of these amounts has been specifically approved by the Florida Department of Banking and Finance.

ARTICLE IV

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

ARTICLE V

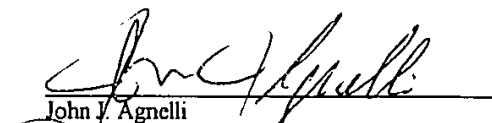
The number of directors shall not be fewer than five (5). A majority of the full board of directors may, at any time during the year following the annual meeting of shareholders in which such action has been authorized, increase the number of directors by not more than two and appoint persons to fill resulting vacancies. The names and street addresses of the first directors of the corporation are:

NAME	STREET ADDRESS
<u>John J. Agnelli</u>	<u>8825 Tamiami Trail East Naples, FL 33962</u>
<u>Susan Ramsey Aldrich</u>	<u>340 Devils Bight Naples, FL 33940</u>
<u>W. Franklin Ellis</u>	<u>525 Whispering Pine Ct. Naples, FL 33940</u>
<u>Richard L. Klaas</u>	<u>4380 Gulf Shore Blvd. N., Suite 808 Naples, FL 33940</u>
<u>Patrick J. Longe</u>	<u>850 Park Shore Drive, Suite 203 Naples, FL 33940</u>
<u>Raymond W. Miller</u>	<u>3200 Bailey Lane, Suite 200 Naples, FL 33942</u>
<u>William A. Mitzelfeld</u>	<u>4150 Gulf Shore Blvd. North Naples, FL 33940</u>
<u>E. Fred Pezeshkan</u>	<u>2606 S. Horseshoe Drive Naples, FL 33962</u>
<u>Clyde C. Quinby</u>	<u>3800 Airport Road Naples, FL 33942</u>
<u>Burt L. Saunders</u>	<u>501 Goodlette Rd. N., Suite A-200 Naples, FL 33940</u>
<u>Dolph W. von Arx</u>	<u>4951 Gulf Shore Blvd. N., #1402 Naples, FL 33940</u>

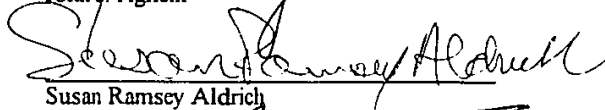
In witness of the foregoing, the undersigned directors have executed these Articles of Incorporation
this 14th day of January, A.D. 1996.

NAME

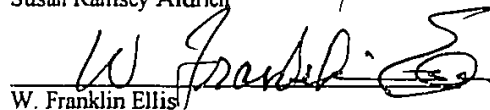
STREET ADDRESS


John J. Agnelli

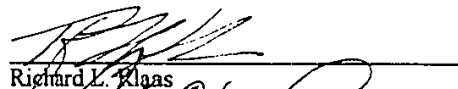
8825 Tamiarni Trail East
Naples, FL 33962


Susan Ramsey Aldrich

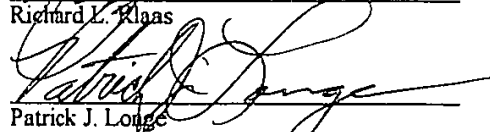
340 Devils Bight
Naples, FL 33940


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525 Whispering Pine Ct.
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Richard L. Rigaas

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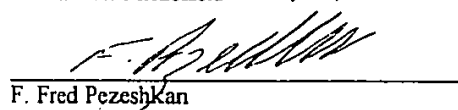
850 Park Shore Drive, Suite 203
Naples, FL 33940


Raymond W. Miller

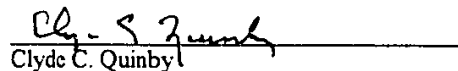
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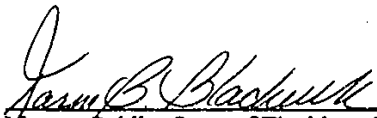
STATE OF FLORIDA)
)
COUNTY OF COLLIER) SS

Before me, the undersigned Notary Public in and for the State of Florida at Large, personally appeared John J. Agnelli, Susan Ramsey Aldrich, W. Franklin Ellis, Richard L. Kjaas, Patrick J. Longe, Raymond W. Miller, William A. Mitzelfeld, F. Fred Pezeshkan, Clyde C. Quinby, Burt L. Saunders, and Dolph W. von Arx, who executed the foregoing Articles of Incorporation of Village Banc of Naples, and each being duly sworn and severally acknowledged that he or she (as the case may be) executed the same for the uses and purposes therein expressed.

Sworn to, subscribed and acknowledged before me this 14th day of November, 1996, by the foregoing individuals who:

☒ are personally known to me OR
☐ have produced _____ as identification.

(SEAL)



Notary Public, State of Florida at Large

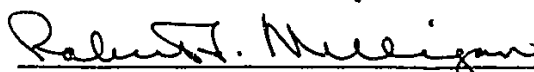


Name of Notary Typed, Printed or Stamped

My Commission Expires: _____

Approved by the Department of Banking and Finance this 26TH day of
December, 1996.

Tallahassee, Florida



Comptroller of the State of Florida and Head of the
Department of Banking and Finance