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March 15, 1996

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

EFFECTIVE DATE
3-15-96

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-03/18/96--01134--018
*****70.00 *****70.00

Re: **BROOKE INTERIM CORPORATION**
Our File No. FBSB-11

Gentlemen:

On behalf of our captioned client, I am forwarding an original and one copy of its Articles of Incorporation, together with our firm check in the amount of \$70 in payment of the following charges:

1. Fee for filing Articles of Incorporation	\$35
2. Filing a certificate designating Registered Agent	35
	\$70

I would appreciate having you file the original Articles of Incorporation and the certificate designating Registered Agent and return to me a certified copy of the Articles as filed. Thank you for your help in this matter.

Yours truly,

Jeremy P. Ross

JPR/bar
Enclosures
cc: Richard H. Eatman
93250.01

F. CHESSER MAR 22 1996

FILED
96 MAR 18 AM 9:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BROOKE INTERIM CORPORATION

FILED
95 MAR 18 4: 5: 06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of the captioned corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

RECEIVED
3-15-96

ARTICLE I

Corporate Name and Principal Office

The name of this corporation is BROOKE INTERIM CORPORATION and its principal office and mailing address is 510 Vonderburg Drive, Brandon, FL 33511.

ARTICLE II

Commencement of Corporate Existence

The corporation shall come into existence on March 15, 1996.

ARTICLE III

General Nature of Business

The corporation is being formed for the sole purposes of entering into an Agreement and Plan of Reorganization and appropriate collateral documentation with Fort Brooke Bancorporation, a Florida corporation, and Fort Brooke Bank, a Florida commercial bank, and, following the amendment and restatement of these Articles of Incorporation so as to constitute the corporation as a successor financial institution, with the approval of the Florida Department of Banking and Finance, to consummate a statutory merger with and into Fort Brooke Bank, the result of which will be the corporation's elimination as a legal entity. The corporation may transact any lawful business pertinent to the purposes for which it is being formed.

ARTICLE IV

Capital Stock

The aggregate number of shares of stock authorized to be issued by this corporation shall be 10 shares of common stock, each with a par value of \$1.00. Each share of issued and outstanding common stock shall entitle the holder thereof to fully participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and other distributions declared and paid with respect to the common stock, as well as in the net assets of the corporation upon liquidation or dissolution.

ARTICLE V
Initial Registered Office and Agent

The street address of the initial registered office of the corporation shall be 220 South Franklin Street, Tampa, Florida 33602, and the initial registered agent of the corporation at such address is Jeremy P. Ross.

ARTICLE VI
Incorporator

The name and address of the corporation's incorporator is:

<u>Name</u>	<u>Address</u>
Barbara A. Rowe	220 South Franklin Street Tampa, Florida 33602

ARTICLE VII
Directors

The Board of Directors of the corporation shall consist of five members. The identities and residential addresses of the initial members of such Board are:

<u>Name</u>	<u>Address</u>
John D. Adams,	7209 Adamo Drive Tampa, FL 33619
Melvin R. Belisle	505 Lakeside Drive Seffner, FL 33584
Richard H. Eatman	607 Royal Crest Drive Brandon, FL 33511
Alex D. MacKinnon	705 Centerbrook Drive Brandon, FL 33511
Thomas H. Miller	616 West Brandon Blvd. Brandon, FL 33511

ARTICLE VIII

By-Laws

The power to adopt, alter, amend or repeal by-laws of this corporation shall be vested in its shareholders and separately in its Board of Directors, as prescribed by the by-laws of the corporation.

ARTICLE IX

Indemnification

If in the judgment of a majority of the entire Board of Directors, (excluding from such majority any director under consideration for indemnification), the criteria set forth in §607.0850(1) or (2), Florida Statutes, as then in effect, have been met, then the corporation shall indemnify any director, officer, employee or agent thereof, whether current or former, together with his or her personal representatives, devisees or heirs, in the manner and to the extent contemplated by §607.0850, as then in effect, or by any successor law thereto.

IN WITNESS WHEREOF, the undersigned has executed these Articles this 15th day of March 1996.



Barbara A. Rowe

93250.01

**CERTIFICATE DESIGNATING
REGISTERED AGENT**

FILED
96 MAR 18 AM 9:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of §§48.091 and 607.0501, Florida Statutes, **BROOKE INTERIM CORPORATION**, desiring to organize under the laws of the State of Florida, hereby designates Jeremy P. Ross, an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 220 South Franklin Street, Tampa, Florida 33602, the business office of its Registered Agent, as its Registered Office.

BROOKE INTERIM CORPORATION

By *Barbara A. Rowe*
Barbara A. Rowe, Incorporator

ACKNOWLEDGMENT

I hereby accept my appointment as Registered Agent of the above named corporation, acknowledge that I am familiar with and accept the obligations imposed by Florida law upon that position, and agree to act as such in accordance with the provisions of §§48.091 and 607.0505, Florida Statutes.

Jeremy P. Ross
Jeremy P. Ross

93250.01

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ARTICLES OF MERGER
Merger Sheet

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MERGING:

BROOKE INTERIM CORPORATION, a Florida corporation (Charter
#P96000025401)

INTO

FORT BROOKE BANK, a Florida corporation, F07759

File date: July 9, 1996, effective July 10, 1996

Corporate Specialist: Louise Flemming-Jackson