

P96000066454

Inter-Office
Communication



Comptroller of Florida
Division of Banking

DATE: August 9, 1996

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

FROM: JP John A. Pullen, Licensing and Chartering

SUBJECT: Articles of Incorporation

Please file the attached Articles of Incorporation (original and two (2) copies) for TIB Interim Corp., using August 9, 1996, as the effective date.

Please make the following distribution of certified copies:

- (1) One copy to: Division of Banking
Office of Licensing and Chartering
Suite 1401, The Capitol
- (2) One copy to: Stanley H. Pollack, Esquire
Holland & Knight
Suite 2000
One Atlantic Center
1201 West Peachtree Street, N.E.
Atlanta, Georgia 30309-3400

Also attached is a check, in the amount of \$140.00, which represents payment of the applicable filing fees. If you have any questions, please call 487-1410.

JAP:bms

cc: Federal Reserve Bank of Atlanta, Atlanta, Georgia
Federal Deposit Insurance Corporation, Atlanta, Georgia
Bureau of Financial Institutions - District II

Rmc
8/9/96

35.00 - F.F.
105.00 - C.C.
140.00

FILED
56 AUG -9 PM 12:02
TALLAHASSEE, FLORIDA

DBF-C-19A
EXHIBIT "C"

SUCCESSOR INSTITUTION
ARTICLES OF INCORPORATION OF
TIB INTERIM CORP.

FILED
96 AUG -9 PM 12:03
TALLAHASSEE, FLORIDA

The undersigned, acting as directors for the purpose of forming a corporation under and by virtue of the Laws of the State of Florida, adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be TIB Interim Corp. and its initial place of business shall be 99451 Overseas Highway in the City of Key Largo, in the County of Monroe and the State of Florida.

ARTICLE II

This corporation shall be organized as a successor institution in accordance with Section 658.40(4), Florida Statutes.

ARTICLE III

The total number of shares authorized to be issued by the corporation shall be one (1). Such shares shall be of a single class and shall have a par value of \$1.25 per share. The corporation shall begin business with at least \$10.00 in paid-in capital stock to be divided into one (1) share. The amount of surplus with which the corporation will begin business will be not less than \$7.50 and the amount of undivided profits, not less than \$1.25 all of which (capital stock, surplus, and undivided profits) shall be paid in cash.

ARTICLE IV

The term for which said corporation shall exist shall be one (1) year.

ARTICLE V

The number of directors shall consist of at least five (5). The names and street addresses of the first directors of the corporation are:

B. G. Carter
Long Ben Lane
Cudjoe Key, Florida 33042

William Eldon Chasteen
127 Harbor View Drive
Tavernier, Florida 33070

Armando J. Henriquez
3615 Sunrise Drive
Key West, Florida 33040

James R. Lawson, III
122 East Shore Drive
Key Largo, Florida 33037

Edward V. Lett
87465 Old Highway, #225
Islamorada, Florida 33036

Scott A. Marr
496 Caribbean Drive
Key Largo, Florida 33037

Derek D. Martin-Vegue
2020 Manor Lane
Marathon, Florida 33050

W. Kenneth Meeks
Pen Key Club
Islamorada, Florida 33036

Joseph H. Roth, Jr.
88181 State Road, #E-33
Islamorada, Florida 33036

Richard J. Williams
Williams Drive
Islamorada, Florida 33036

In witness of the foregoing, the undersigned directors have executed these Articles of Incorporation
this 27th day of February, A.D. 1996.


B. G. Carter

Long Ben Lane
Cudjoe Key, Florida 33042


William Eldon Chasteen

127 Harbor View Drive
Tavernier, Florida 33070


Armando J. Henriquez

3615 Sunrise Drive
Key West, Florida 33040


James R. Lawson, III

122 East Shore Drive
Key Largo, Florida 33037


Edward V. Lett



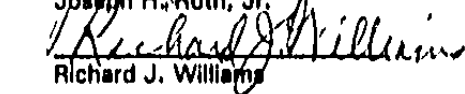
87465 Old Highway, #25
Islamorada, Florida 33036


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496 Caribbean Drive
Key Largo, Florida 33037


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2020 Manor Lane
Marathon, Florida 33050


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Islamorada, Florida 33036

88181 State Road, #E-33
Islamorada, Florida 33036

Williams Drive
Islamorada, Florida 33036

STATE OF FLORIDA)

COUNTY OF _____) ss

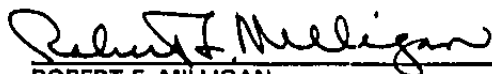
The foregoing instrument was acknowledged before me this _____ day of _____, 1996, by the above-named person, who is personally known to me or who has produced _____ as identification and who did/did not take an oath.

Notary Public - State of Florida at Large

My Commission Expires: _____

Approved by the Department of Banking and Finance this 8th day of August, 1996.

Tallahassee, Florida



ROBERT F. MILLIGAN

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

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ARTICLES OF MERGER
Merger Sheet

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MERGING:

TIB INTERIM CORP., a Florida corporation (CHARTER #P96000066454)

INTO

TIB BANK OF THE KEYS, a Florida corporation, 442852

File date: August 26, 1996, effective August 31, 1996

Corporate Specialist: Louise Flemming-Jackson