

P960000084900

Inter-Office
Communication

Comptroller of Florida
Division of Banking

DATE: October 15, 1996

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

FROM: Bruce Ricca, Licensing and Chartering *BR*

SUBJ: **Premier Community Bank**
Venice, Sarasota County
Approved New State Bank
(Your Number R95000003853)

500001976815--4
-10/16/96--01043--024
****192.50 ****192.50

Please file the attached Articles of Incorporation for the above-referenced bank, 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
The Capitol, Suite 1401
- (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. Ken P. Cherven
PCB Bancorp, Inc.
Post Office Box 2910
Largo, Florida 34649-2910

R95-3853

Dmc
10/15/96

RECEIVED
DIVISION OF BANKING
FLORIDA

95 OCT 15 AM 9:27

FILED

The 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.

BR.articles

cc: Bureau of Financial Institutions - District I

35.00 F.F.
157.50 C.C.-3
\$192.50

**ARTICLES OF INCORPORATION OF
PREMIER COMMUNITY BANK**

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TALLAHASSEE, FLORIDA

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

ARTICLE I

The name of the corporation shall be PREMIER COMMUNITY BANK and its initial place of business shall be at 160 Pointe Loop Road, Venice, Florida, in the County of Sarasota and the State of Florida.

ARTICLE II

The general nature of the business to be transferred 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 Financial Institutions Codes, regulating the organization, powers, and management of banking corporations.

ARTICLE III

The total number of authorized shares to be issued by the corporation shall be 1,000,000. Such shares shall be of a single class and shall have a par value of \$2.00 per share. The corporation shall begin business with at least \$2,000,000 in paid-in common stock to be divided into 1,000,000 shares. The amount of surplus with which the corporation will begin business will not be less than \$1,900,000 and the amount of undivided profits, not less than \$100,000 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 perpetual unless terminated pursuant to the Florida Financial Institutions Codes.

ARTICLE V

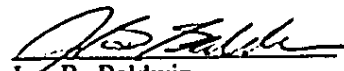
The number of directors shall not be fewer than five (5). A majority of the full board of directors may, at any time during the years following the annual meeting of shareholders in which such action has been authorized, increase the number of directors by not more than two and appoint persons to fill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

<u>NAME</u>	<u>STREET ADDRESS</u>
Jon B. Baldwin	570 Gulf Boulevard, #10 Boca Grande, FL 33921
Kenneth P. Cherven	7922 Ivywood Road Largo, FL 34647
David M. Dignam	1201 S. McCall Road Englewood, FL 34223
James F. Kuhlman	408 Hillcrest Drive NW Bradenton, FL 34209
Terrence R. Riley	344 Dolphin Shores Circle Nokomis, FL 34275
Douglas W. Smith	1444 Lemon Bay Drive Englewood, FL 34223
Harrison I. Steans	1900 Meadow Lane Bannockburn, IL 60015


In witness of the foregoing, the undersigned director(s) have executed these Articles of Incorporation this 18TH day of SEPTEMBER, A.D. 1996.


NAME

STREET ADDRESS


Jon B. Baldwin 570 Gulf Boulevard, #10
Boca Grande, FL 33921

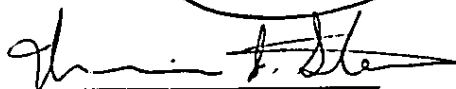

Kenneth P. Cherven 7922 Ivywood Road
Largo, FL 33777


David M. Dignap 1201 S. McCall Road
Englewood, FL 34223


James F. Kuhlman 408 Hillcrest Drive N.W.
Bradenton, FL 34209


Terrence R. Riley 344 Dolphin Shores Circle
Nokomis, FL 34275


Douglas W. Smith 1444 Lemon Bay Drive
Englewood, FL 34223


Harrison I. Steans 1900 Meadow Lane
Bannockburn, IL 60015

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 18TH day of
SEPTEMBER, 1996, by Jon B. Baldwin, Kenneth P. Cherven, David M.
Dignam, James F. Kuhlman, Terrence R. Riley, Douglas W. Smith and Harrison I. Steans, who
are personally known to me, and who did/did not take an oath.

Betty Simons
NOTARY PUBLIC - STATE OF FLORIDA



FILED
96 OCT 15 PM 9:28
TALLAHASSEE, FLORIDA

Approved by the Department of Banking and Finance this 11TH day of
OCTOBER, 1996.

Tallahassee, Florida

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