

# P97000008575

MCCAFFREY & RAIMI, P.A.

1800 Second Street • Suite 753 • Sarasota, Florida 34236  
(941) 957-0733 • (941) 957-0449 (fax)

June 18, 1997

Secretary of State  
State of Florida  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

500002235115--4  
-07/10/97-01062--023  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Re: Filing of Articles of Amendment and Restated Articles of Incorporation

Dear Sir/Madam:


Enclosed please find the following:

1. Original, executed Articles of Amendment to Articles of Incorporation of Coastal Bancorp, Inc. which change the name of the corporation;
2. Original executed Restated Articles of Incorporation of Coastal Bank Corporation (previously known as Coastal Bancorp);
3. A check for \$87.50 to cover the cost of the filing fee and a certified copy of the Amendment to the Articles of Incorporation; and
4. A check for \$122.50 to cover the cost of the filing fee, the registered agent designation and a certified copy of the Restated Articles of Incorporation.

Also enclosed please find a copy of the letter I received from the Office of Comptroller, Department of Banking and Finance of the State of Florida consenting to the use of the word "Bank" in the corporate name.

Please file the Articles of Amendment first and then file the Restated Articles of Incorporation. Please return the certified copies and the Secretary of State's certificates to me at the address shown above. If you have any questions or require any additional information, please do not hesitate to call me at 941-957-0733. Thank you for your attention to this matter.

Sincerely,

  
Burton L. Raimi

Enclosures

NIC 88  
6/23  
FILING 35  
R. AGENT  
CERT. COPY 5.250  
CUS  
OVERPAYMENT  
TOTAL 87.50

Naples Office: 5811 Pelican Bay Boulevard • Suite 206-A • Naples, Florida 34108  
(941) 514-2800 • (941) 514-2777 (fax)



ROBERT F. MILLIGAN  
COMPTROLLER OF FLORIDA

OFFICE OF COMPTROLLER  
DEPARTMENT OF BANKING AND FINANCE  
STATE OF FLORIDA  
TALLAHASSEE  
32399-0350

June 12, 1997

Burton L. Raimi  
McCaffrey & Raimi, P.A.  
1800 Second Street, Suite 753  
Sarasota, Florida 34236

Dear Mr. Raimi:

Re: "Coastal Bank Corporation"

Reference is made to your letter/fax dated June 12, requesting approval of the above-referenced corporate name which will serve as a bank holding company of Coastal Bank, N.A.(in formation), located in Collier County, Florida.

As Section 655.922(2)(a), Florida Statutes, exempts a financial institution, holding company or its subsidiaries from the prohibition against using the word "bank", "banker", "banking", "trust company", "savings and loan association", "savings bank", or "credit union" in its corporate name, the Division of Banking will not object to the above-subject corporate name being registered to transact business in the State of Florida.

Sincerely,

Wm. Douglas Johnson  
Assistant Director  
Division of Banking  
101 E. Gaines Street  
The Fletcher Building-Sixth Floor  
Tallahassee, FL 32399-0350  
(904) 488-1111  
Fax # (904) 921-2365

:kr

cc: Karon Beyer, Chief  
Bureau of Corporate Records  
Secretary of State's Office

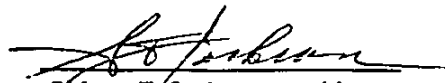
ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
COASTAL BANCORP, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JUN 20 AM 10: 53

*Pursuant to the provisions of Section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:*

- FIRST:** Article I of the Articles of Incorporation is hereby amended by changing the name of the corporation to **COASTAL BANK CORPORATION**.
- SECOND:** The amendment does not provide for an exchange, reclassification or cancellation of issued shares.
- THIRD:** This amendment was adopted by the directors of the corporation on May ~~22~~ 20, 1997.
- FOURTH:** The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Dated this 20 day of May, 1997

  
Sidney T. Jackson, president

# P97000008575

MCCAFFREY & RAIMI, P.A.

1800 Second Street • Suite 753 • Sarasota, Florida 34236  
(941) 957-0733 • (941) 957-0449 (fax)

June 18, 1997

Secretary of State  
State of Florida  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

400002235114--8  
-07/10/97--01062--022  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Filing of Articles of Amendment and Restated Articles of Incorporation

Dear Sir/Madam:

Enclosed please find the following:

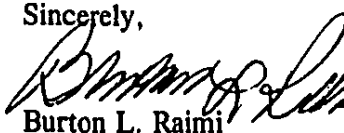
1. Original, executed Articles of Amendment to Articles of Incorporation Coastal Bancorp, Inc. which change the name of the corporation;
2. Original executed Restated Articles of Incorporation of Coastal Bank Corporation (previously known as Coastal Bancorp);
3. A check for \$87.50 to cover the cost of the filing fee and a certified copy of the Amendment to the Articles of Incorporation; and
4. A check for \$122.50 to cover the cost of the filing fee, the registered agent designation and a certified copy of the Restated Articles of Incorporation.

Also enclosed please find a copy of the letter I received from the Office of Comptroller, Department of Banking and Finance of the State of Florida consenting to the use of the word "Bank" in the corporate name.

Please file the Articles of Amendment first and then file the Restated Articles of Incorporation. Please return the certified copies and the Secretary of State's certificates to me at the address shown above. If you have any questions or require any additional information, please do not hesitate to call me at 941-957-0733. Thank you for your attention to this matter.

Sincerely,

Burton L. Raimi



FILING 35  
R. AGENT  
CERT. COPY 52.50  
CUS  
OVERPAID 35  
TOTAL 122.50

Naples Office: 5811 Pelican Bay Boulevard • Suite 206-A • Naples, Florida 34108  
(941) 514-2800 • (941) 514-2777 (fax)

Called -  
7/8/97 -  
Corrected name of  
RA - sent new  
CC -  
Enclosures  
per Susan  
Golisch

Restated  
Articles  
SF

**RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**COASTAL BANK CORPORATION**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JUN 20 AM 10: 54

*Pursuant to the provisions of Section 607.1007, Florida Statutes, this corporation adopts the following restated articles of incorporation:*

**ARTICLE I. NAME**

The name of this corporation shall be Coastal Bank Corporation.

**ARTICLE II. COMMENCEMENT & DURATION**

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation by the Florida Department of State. This corporation's duration shall be perpetual.

**ARTICLE III. PURPOSES, POWERS & RIGHTS**

The corporation may engage in any lawful acts or activities for which corporations may be organized under the laws of the State of Florida.

In furtherance of its corporate purposes, this corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the laws of the State of Florida, including the power and right:

- A. To change the Articles of Incorporation at any time pursuant to law and the By-laws;
- B. To change the principal office of the corporation and establish, from time to

Restated Articles of Incorporation of Coastal Bank Corporation

time, other locations, within or outside the State of Florida for corporate operations, pursuant to the By-laws, and without the necessity of amending the Articles of Incorporation;

- C. To invest the funds of this corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the conduct of its business;
- D. To purchase and acquire, in accordance with law and the By-laws, any or all of its shares.

#### ARTICLE IV. CAPITAL STOCK

- A. This corporation shall have the authority to issue TEN MILLION (10,000,000) shares of common stock par value ONE CENT (\$.01) per share.
- B. The designations, voting powers, preferences and relative participating options or other special rights, qualifications, limitations or restrictions of the above stock are as follows:
  - 1. The holders of the common stock are entitled to receive, to the extent permitted by law, such dividends as may be declared from time to time by the Board of Directors.
  - 2. In the event of the voluntary or involuntary liquidation, dissolution, distribution of assets or winding up of the corporation, after distribution in full of the preferential amounts, if any, to be distributed to the

creditors and holders of shares of preferred stock, if any such stock shall be authorized herein and issued, the holders of common stock shall be entitled to receive all of the remaining assets of the corporation of whatever kind available for distribution to shareholders, ratably in proportion to the number of shares of common stock held by them respectively. The Board of Directors may distribute in kind to the holders of common stock such remaining assets of the corporation or may sell, transfer or otherwise dispose of all or any part of such remaining assets to any other person, corporation, trust or other entity and receive payment therefore in cash, stock or obligations of such other person, corporation, trust or other entity, or any combination thereof, and may sell all or any part of the consideration so received and distribute any balance thereof in kind to holders of common stock. The merger or consolidation of the corporation into or with any other corporation, or the merger of any other corporation into it, or any purchase or redemption of shares of stock of the corporation of any class, shall not be deemed to be a dissolution, liquidation nor winding up of the corporation for the purposes of this paragraph.

3. Any person, upon becoming the owner or holder of any shares of the common stock or other securities having voting rights issued by this

corporation ("shareholder"), does thereby consent and agree that all rights, powers, privileges, obligations or restrictions pertaining to such person or such securities in any way may be altered, amended, restricted, enlarged, or repealed by legislative enactments of the State of Florida, or of the United States hereinafter adopted which have reference to or affect corporations, such securities, or such persons, if any; and that the corporation reserves the right to transact any business of the corporation, to alter, amend or repeal these Articles of Incorporation, or to do any other acts or things as authorized, permitted or allowed by such legislative enactments.

#### ARTICLE V. BOARD OF DIRECTORS

The number of directors of this corporation shall be set as provided in this corporation's By-laws and shall be no less than one (1) and no more than twenty-five (25).

The business and affairs of the Corporation shall be managed by the Board of Directors. In addition to any powers conferred herein or in the By-laws, The Board of Directors may, subject to any express limitation contained in these Articles of Incorporation or in the By-laws, exercise the full extent of powers conferred by the laws of the State of Florida upon corporations or directors thereof and the enumeration and definition of particular powers herein or in the By-laws shall in no way be deemed or restrict or otherwise limit those lawfully conferred powers. In furtherance and without limitation of the



foregoing, the Board of Directors shall have the power to make, alter, amend or repeal from time to time the By-laws of the Corporation.

#### ARTICLE VI. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.


#### ARTICLE VII. PRINCIPAL OFFICE & REGISTERED OFFICE & AGENT

The address of this corporation's principal office shall be 999 Ninth Street, South, Suite 101, Naples, Florida 34102. The name and address of this corporation's registered agent shall be: Judith E. McCaffrey % Coastal Bank Corporation, 5811 Pelican Bay Boulevard, Suite 206-A, Naples, Florida 34908.

#### ARTICLE VIII. AMENDMENT

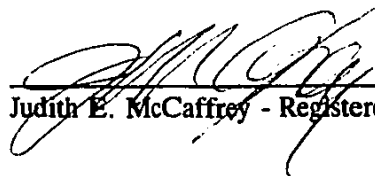
This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendments hereto, in the manner now or hereafter prescribed by statute. Any rights conferred upon the shareholders are granted subject to this reservation.

**IN WITNESS WHEREOF, the undersigned duly authorized officer of the corporation executes these Restated Articles of Incorporation on the date indicated:**

  
Sidney T. Jackson, president

May 20, 1997

I hereby accept my designation as resident agent and agree to serve as the resident agent of Coastal Bank Corporation, Inc. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for Coastal Bank Corporation.

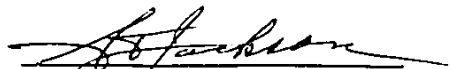
  
Judith E. McCaffrey - Registered Agent

May 20, 1997

**CERTIFICATE**

- FIRST:** These Restated Articles of Incorporation do not provide for an exchange, reclassification or cancellation of issued shares.
- SECOND:** These Restated Articles of Incorporation were adopted by the directors of the corporation on May 20, 1997.
- THIRD:** These Restated Articles of Incorporation were approved by the shareholders of the corporation on May 20, 1997. The number of votes cast for the amendment was sufficient for approval.

Dated this 20 day of May, 1997

  
\_\_\_\_\_  
Sidney T. Jackson, president