

RIVERSIDE GULF COAST BANKING COMPANY
P97000028897

February 21, 1997

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

300002098493--3
-02/26/97--01060--003
****122.50 ****122.50

Gentlemen:

Enclosed please find the fully executed Articles of Incorporation for the Riverside Gulf Coast Banking Company and a check in the amount of \$122.50 for the filing fee.

Also, I would like to request that a certified copy of the filed document be sent to our mailing address which is 2211 Okeechobee Road, Fort Pierce, Florida, 34950.

Please contact me if you require any additional information.

Sincerely,



Robert A. Henleben
Vice President, Chief Financial and Accounting Officer

RAH:ls
enclosures

MAR 4 11:35
511
W97-3011
FILED
97 MAR 31 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAR 3 11

MAR 3 11



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 4, 1997

ROBERT A. HENLEBEN
2211 OKEECHOBEE ROAD
FORT PIERCE, FL 34950

SUBJECT: RIVERSIDE GULF COAST BANKING COMPANY
Ref. Number: W97000005011

We have received your document for RIVERSIDE GULF COAST BANKING COMPANY and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Written approval and clearance of the terms BANK, BANKER, BANC, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION must be obtained from the Division of Banking and Finance, pursuant to section 655.922(2a), Florida Statutes. The address is:

Division of Banking
Director's Office
Suite 1401, The Capitol
Tallahassee, FL 32399-0350
(904) 488-1111.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 097A00011030



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

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

March 14, 1997

Mr. Robert A. Henleben
Vice President/Chief Financial
and Accounting Officer
Riverside National Bank of Florida
Post Office Box 370
Fort Pierce, Florida 34954-0370

Dear Mr. Henleben:

Re: "Riverside Gulf Coast Banking Company"

Reference is made to your letter/fax dated March 10, requesting approval of the above-referenced corporate name which will be a holding company for a proposed state-chartered financial institution - Riverside Bank of the Gulf Coast, to be located in Fort Pierce.

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,

A handwritten signature in black ink, appearing to read "Wm. Douglas Johnson", with a stylized flourish at the end.

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

RIVERSIDE GULF COAST BANKING COMPANY

March 19, 1997

Brenda Baker
Corporate Specialist
Florida Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation
Riverside Gulf Coast Banking Company
Number: W97000005011

Dear Ms. Baker:

Enclosed please find a letter from Wm. Douglas Baker of the Office of Comptroller that authorizes the use of the name Riverside Gulf Coast Banking Company. Also enclosed is your letter dated March 4, 1997 that requested this approval as a condition to filing our application for articles of incorporation.

Please contact me at (561) 467-2075 ext. 2200 if you require any additional information. Thank you for your assistance.

Sincerely,



Robert A. Henleben
Vice President, Chief Financial and Accounting Officer

ARTICLES OF INCORPORATION
OF
RIVERSIDE GULF COAST BANKING COMPANY

FILED
97 MAR 31 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida with and under the following Articles of Incorporation, certifies as follows.

ARTICLE I

The name of the corporation shall be "Riverside Gulf Coast Banking Company" and its principal offices shall be located at, and its mailing address shall be, 2211 Okeechobee Road, Fort Pierce, Florida 34950.

ARTICLE II

The corporation is organized for the purpose of engaging in any lawful activity for which corporations may be organized under Florida law.

ARTICLE III

The term for which the corporation shall exist shall be perpetual.

ARTICLE IV

The aggregate number of all classes of stock which the corporation shall have authority to issue shall be two and one half million shares (2,500,000), consisting of two million (2,000,000) shares of Class A common stock, par value \$.01 per share, and five hundred thousand (500,000) shares of Class B common stock, par value \$.01 per share.

Except as expressly set forth herein, the shares of authorized common stock of every class whatsoever shall be identical and shall have equal rights and privileges. The Class A common stock shall be entitled to cast one vote per share in respect of all matters submitted to a vote of the shareholders. The Class B common stock shall be entitled to cast 10 votes per share in respect of all matters submitted to the vote of shareholders. The Class A and Class B common stock shall vote together as a single class on all matters submitted to the vote of shareholders, except as otherwise provided by law.

Each share of Class A common stock outstanding on the tenth anniversary of the first issuance of shares of Class A common stock shall, on and as of the tenth anniversary of the first issuance of shares of Class A common stock, be converted into one share of Class B common stock.

The holders of the capital stock of the corporation shall not have any preemptive or preferential rights to purchase or otherwise acquire any shares of any class of capital stock of the corporation, whether now or hereafter authorized, except as the Board of Directors may specifically provide.

ARTICLE V

The street address of the initial registered office of the corporation is 3150 North A-1-A, 501-N, Fort Pierce, Florida 34949, and the name of the initial registered agent of the corporation is Vernon D. Smith.

ARTICLE VI

The provisions of section 607.0901 of the Florida Business Corporation Act, relating to affiliate transactions, and section 607.0902 of the Florida Business Corporation Act, relating to control share acquisitions, as each may now exist or hereafter be amended, shall not be applicable to the corporation.

ARTICLE VII

(a) The initial board of directors of the corporation shall consist of nine (9) persons. The names and addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Vernon D. Smith	3150 N. A1A, #501N Fort Pierce, Florida 34949
Elmer W. Tabor	1919 S.E. 35th Street Cape Coral, Florida 33904
Thomas H. Giles	3532 S.E. 17th Place Cape Coral, Florida 33904
Dennis C. Duffala	3534 S.E. 19th Avenue Cape Coral, Florida 33904
Donna J. Doyle	1362 Melaleuca Lane Fort Myers, Florida 33901
Dennis T. Tolles	614 SE 24th Street Cape Coral, Florida 33990
Samira K. Beckwith	15010 Punta Rassa Road, #401 Fort Myers, Florida 33908
Edgar A. Brown	13939 Indrio Road Fort Pierce, Florida 34945
Jim G. Russakis	8801 Indrio Road Fort Pierce, Florida 34951

(b) The number of directors constituting the entire board shall be not less than one (1) nor more than fifteen (15), the exact number of which as may be fixed from time to time by a vote of a majority of the directors then in office, provided that the number of directors shall not be reduced so as to shorten the term of any director then in office, and further provided that the number of directors shall be eight (8) until otherwise fixed by a majority of the board.

(c) Notwithstanding any other provision of these Articles of Incorporation or the Bylaws of the Corporation, and notwithstanding any provision of law specifying a lesser percentage, any director or the entire board of directors may be removed at any time, for cause or upon the affirmative vote of the holders of 66% or more of the total number of votes entitled to be cast by holders of all outstanding shares of all classes of capital stock entitled to vote generally in the election of directors, voting as a single class. This subsection (c) may be amended only by the affirmative vote of the holders of 66% or more of the total number of votes entitled to be cast by holders of all of the outstanding shares of capital stock entitled to vote generally in the election of directors.

ARTICLE VIII

In the event the board of directors shall evaluate a business combination, the directors shall consider, among other things, the following factors: the effect of the business combination on the corporation and its subsidiaries, and their respective stockholders, employees, customers and the communities which they serve; the timing of the proposed business combination; the risk that the proposed business combination will not be consummated; the reputation, management capability and performance history of the person proposing the business combination; the current market price of the corporation's capital stock; the relation of the price offered to the current value of the corporation in a freely negotiated transaction and in relation to the directors' estimate of the future value of the corporation and its subsidiaries as an independent entity or entities; tax consequences of the business combination to the corporation and its stockholders; and such other factors deemed by the directors to be relevant. In such considerations, the board of directors may consider all or certain of such factors as a whole and may or may not assign relative weights to any of them. The foregoing is not intended as a definitive list of factors to be considered by the board of directors in the discharge of their fiduciary responsibility to the corporation and its stockholders, but rather to guide such consideration and to provide specific authority for the consideration by the board of directors of factors which are not purely economic in nature in light of the circumstances of the corporation and its subsidiaries at the time of such proposed business combination.

ARTICLE IX

To the fullest extent permitted by Florida law, as it now exists or as it may hereafter be amended or supplemented, the corporation shall indemnify any and all persons it shall have the power to indemnify under such law, from and against any and all expenses, liabilities, fines, judgments or other payments permitted thereby. Such indemnification shall not be deemed to be

exclusive of any other indemnification to which such persons may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors, or otherwise.

ARTICLE X

The corporation shall hold a special meeting of stockholders of the corporation upon the call of the Board of Directors, and the secretary of the corporation shall call, and the corporation shall hold, a special meeting of stockholders upon the request of the Chairman of the Board of Directors or the President of the corporation, or if the holders of fifty percent of all of the votes entitled to be cast at the proposed special meeting sign, date and deliver to the secretary of the corporation one or more written demands for the meeting describing the purpose or purposes for which such meeting shall be held.

ARTICLE XI

No nominations for directors except those made by the board of directors or any nominating committee thereof shall be voted upon at the annual meeting of stockholders unless other nominations are made in writing and delivered to the secretary of the corporation at least thirty (30) days prior to the date of the annual meeting. Notwithstanding the foregoing, in the event that the notice of meeting relating to the annual meeting is mailed less than thirty seven (37) days before the date of the annual meeting, then any nominations by stockholders must be delivered to the secretary of the corporation not later than seven (7) days after the date of mailing of the notice of meeting.

Each nomination for election as a director of the corporation made by a stockholder shall set forth (i) the name, age, business address and, if known, the residence address of each nominee proposed, (ii) the principal occupation or employment of each such nominee, (iii) the number of shares of each class of stock of the corporation beneficially owned or directly or indirectly controlled by each such nominee, (iv) such other information regarding each such nominee as would be required to be included in a proxy statement soliciting proxies for the election of the proposed nominee pursuant to Regulation 14A under the Securities and Exchange Act of 1934, as amended, and (v) as to the stockholder making such nomination (a) his name and address as they appear on the stock transfer books of the corporation, and (b) the number of shares of each class of stock of the corporation beneficially owned or directly or indirectly controlled by such stockholder. For purposes of this paragraph, beneficial ownership of shares shall be determined in accordance with Rule 13d-3 and Rule 13d-5 under the Securities and Exchange Act of 1934, as amended, and a proposed nominee or stockholder shall be deemed to control all shares which such proposed nominee or stockholder would be deemed or presumed to control in a control determination made in accordance with the provisions of applicable bank regulatory laws and regulations. Notwithstanding any other provision hereof, failure of any stockholder nomination for election as director to comply with the provisions of this Article shall result in the proposed nomination not being presented to the stockholders at the annual meeting.

Any new business to be taken up at the annual meeting shall be stated in writing and filed with the secretary of the corporation at least thirty (30) days before the date of the annual meeting, and all business so stated, proposed, and filed, and which relates to matters appropriate for consideration by the stockholders at the annual meeting, shall be considered at the annual meeting, but no other proposal shall be acted upon at the annual meeting. Notwithstanding the foregoing, in the event that the notice of meeting relating to the annual meeting is mailed less than thirty seven (37) days before the date of the annual meeting, then any new business to be taken up at the annual meeting must be filed with the secretary of the corporation not later than seven (7) days after the date of mailing of the notice of meeting.

ARTICLE XII

Notwithstanding any other provisions of these Articles of Incorporation or any provision of law specifying a lesser percentage, and in addition to any other vote of shareholders required by law, neither the provisions of Article IV of these Articles of Incorporation relating to the relative rights and privileges of the Class A common stock, nor the provisions of this Article X shall be amended, altered, defined or rescinded prior to the third anniversary of the first issuance of shares of Class A common stock, except upon the affirmative vote of the holders of at least 66% of the Class A common stock outstanding and entitled to vote, voting as a separate class. Additionally, notwithstanding any other provisions of these Articles of Incorporation or any provision of law specifying a lesser percentage, and in addition to any other vote of shareholders required by law, the provisions of Article VII(c) of these Articles of Incorporation shall not be amended, altered, defined or rescinded except upon the affirmative vote of the holders of 66% or more of the total number of votes entitled to be cast by holders of all of the outstanding shares of capital stock entitled to vote generally in the election of directors.

[Remainder of page intentionally blank]

ARTICLE XIII

The name and address of the incorporator of the Corporation is Vernon D. Smith, 3150 North A-1-A, Apartment 501-N, Fort Pierce, Florida 34949.

IT WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 11 day of February, 1997.

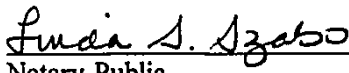


Vernon D. Smith, Incorporator

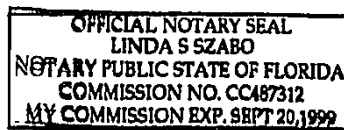
State of Florida)
County of St. Lucie)

BEFORE ME, the undersigned notary public for the State of Florida, personally appeared Vernon D. Smith, known to me to be the person who signed the foregoing Articles of Incorporation, who being by me first duly sworn, deposed and acknowledged that he had read the foregoing instrument, and that he executed the same freely for the uses and purposed therein expressed.

IT WITNESS WHEREOF, I have set hereunto my hand and affixed my seal this 11 day of February, 1997.



Notary Public



CERTIFICATE OF DESIGNATION OF
REGISTERED OFFICE AND REGISTERED AGENT

FILED

97 MAR 31 PM 2:11

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DESIGNATION:

Pursuant to the provisions of Section 607.0501, Florida Statutes, Riverside Gulf Coast Banking Company desires to organize under the laws of the State of Florida, and in connection therewith hereby and in its Articles of Incorporation designates Vernon D. Smith as its registered agent, whose address is 3150 North A-1-A, 501-N, Fort Pierce, Florida, and which address shall also be the registered office of the corporation.

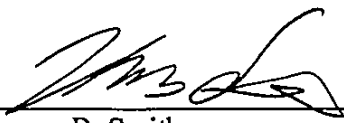
RIVERSIDE GULF COAST BANKING COMPANY

By:


Vernon D. Smith, Incorporator and
President

ACCEPTANCE:

Having been named as registered agent to accept service of process for Riverside Gulf Coast Banking Company, the undersigned hereby agrees to act in such capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of the undersigned's duty, and accepts the obligations and duties of Section 607.0501, Florida Statutes.


Vernon D. Smith