

P97000042786

RIVERSIDE GULF COAST BANKING COMPANY

April 25, 1997

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****122.50 ****122.50

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

Gentlemen:

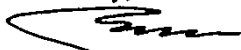
Enclosed please find the fully executed Articles of Incorporation for the Riverside Bank of the Gulf Coast and a check in the amount of \$122.50 for the filing fee.

Your office has previously approved the Articles of Incorporation for Riverside Gulf Coast Banking Company. I have enclosed a copy of a letter from the Office of Comptroller dated March 14, 1997 which states that they will not object to the use of this name.

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 at (561) 467-2075 ext. 2200 if you require additional information.

Sincerely,



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

FILED
97 MAY 14 PM 12:42
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

enc 5/14/97



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 2, 1997

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

SUBJECT: RIVERSIDE BANK OF THE GULF COAST
Ref. Number: W97000010137

We have received your document for RIVERSIDE BANK OF THE GULF COAST and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(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.

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

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) 487-6067.

Neysa Culligan
Document Specialist

Letter Number: 497A00023055



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,

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 INCORPORATION
OF
RIVERSIDE BANK OF THE GULF COAST

FILED
97 MAY 14 PM 12:42
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 Bank of the Gulf Coast" and its principal offices shall be located at, and its mailing address shall be, 521 S.E. Del Prado Boulevard, Cape Coral, Florida.

ARTICLE II

The corporation is organized for the purpose of engaging in any lawful activity or business for which corporations may be organized under Florida law, including but not limited to engaging in the business of banking.

ARTICLE III

The term for which the corporation shall exist shall be perpetual, unless its existence is earlier terminated pursuant to the financial institutions code.

ARTICLE IV

The aggregate number of all classes of stock which the corporation shall have authority to issue shall be one million shares (1,000,000) all of which shall be common stock, par value \$5.00 per share.

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 amount of capital with which the corporation shall commence business shall be not less than four million dollars (\$4,000,000).

ARTICLE VI

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 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 five (5) 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 nine (9) until otherwise fixed by a majority of the board.

ARTICLE VIII


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 IX

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.

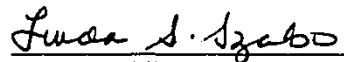
IT WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 25 day of April, 1997.

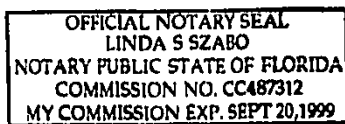

Vernon D. Smith, Incorporator

State of Florida)
County of)

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 25 day of April, 1997.


Notary Public

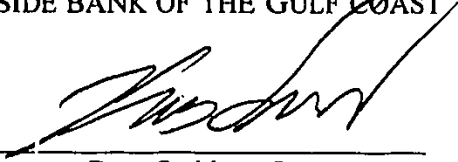


CERTIFICATE OF DESIGNATION OF
REGISTERED OFFICE AND REGISTERED AGENT

DESIGNATION:

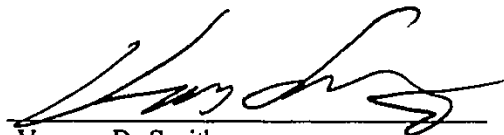
Pursuant to the provisions of Section 607.0501, Florida Statutes, Riverside Gulf Coast Bank desires to organize under the laws of the State of Florida, and in connection therewith hereby and in its Articles of Incorporation designates Vernon D. Smith as its registered agent, whose address is 3150 North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

RIVERSIDE BANK OF THE GULF COAST

By: 
Vernon D. Smith, Incorporator and
President

ACCEPTANCE:

Having been named as registered agent to accept service of process for Riverside Bank of the Gulf Coast, 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

FILED
97 MAY 14 PM 12:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA