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MCCAFFREY & RAMM, P.A.

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

June 3, 1997

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

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-06/04/97--01073--002
***122.50 ***122.50

Re: Filing of Articles of Incorporation

Dear Sir/Madam:

Enclosed please find the executed Articles of Incorporation of Naples Bay National Bank Corporation. Also enclosed is a check for \$122.50 to cover the cost of the filing fees, the registered agent designation and a certified copy.

Please return the certified copy and the Secretary of State's certificate to me at the address shown above.

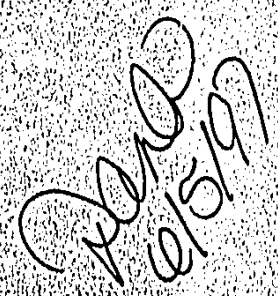
Sincerely,


Judith E. McCaffrey

FILED
97 JUN 13 AM 8:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures

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


6/5/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 5, 1997

JUDITH E. MCCAFFREY, ESQUIRE
5811 PELICAN BAY BOULEVARD
SUITE 206-A
NAPLES, FL 34108

SUBJECT: NAPELS BAY NATIONAL BANK CORPORATION
Ref. Number: W97000013231

We have received your document for NAPELS BAY NATIONAL BANK CORPORATION 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
101 E. Gaines St.
Fletcher Bldg, 6th Floor.
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) 487-6933.

Dana Calloway
Document Specialist

Letter Number: 997A00030501

MCCAFFREY & RAIMI, P.A.

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

June 12, 1997

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

Re: Filing of Articles of Incorporation
NAPLES BAY NATIONAL BANK CORPORATION

Dear Sir/Madam:

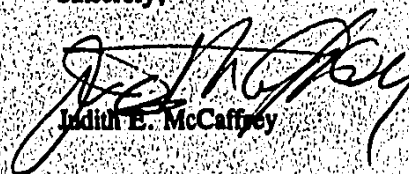
Previously my office submitted for filing with the Florida Department of State the enclosed executed Articles of Incorporation of Naples Bay National Bank Corporation. At that time, we also transmitted a check for \$122.50 to cover the cost of the filing fees, the registered agent designation and a certified copy.

The Florida Department of State, by letter dated June 5, 1997 a copy of which is enclosed, returned the Articles of Incorporation unfilled as the name of the corporation contained the word "Bank" in it. In accordance with the instructions of the letter and Section 655.922(2)(a) Florida Statutes, by letter dated June 10, 1997 the original of which is enclosed, the Office of Comptroller, Department of Banking and Finance, has stated that it will not object to Naples Bay National Bank Corporation being registered to transact business in the state of Florida.

By way of note and to avoid any clerical difficulties, I would like to bring to your attention that, in the above referenced letter of the Florida Department of State, the name of the corporation was misspelled. The letter references "Napels Bay National Bank Corporation". The correct name, as reflected in the Articles of Incorporation, is Naples Bay National Bank Corporation.

Please return the certified copy and the Secretary of State's certificate to me at the address shown above. Thank you for your kind assistance.

Sincerely,



Judith E. McCaffrey

Enclosures

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



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

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

June 10, 1997

Judith E. McCaffrey
McCaffrey & Raimi, P.A.
5811 Pelican Bay Boulevard
Suite 206-A
Naples, Florida 34108

Dear Ms. McCaffrey:

Re: "Naples Bay National Bank Corporation"

Reference is made to your letter/fax dated June 9, requesting approval of the above-referenced corporate name which will serve as the bank holding company of Naples Bay National Bank (to be formed) with both institutions to be 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,

Doug Johnson
Kathy Ryan

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

NAPLES BAY NATIONAL BANK CORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts these Articles of Incorporation.

ARTICLE I. NAME

The name of this corporation shall be **NAPLES BAY NATIONAL 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

Articles of Incorporation of **NAPLES BAY NATIONAL BANK CORPORATION**

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TALLAHASSEE, FLORIDA

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 801 Laural Oak Drive, Suite 618, Naples, Florida 34108. The name and address of this corporation's registered agent shall be: NAPLES BAY NATIONAL BANK CORPORATION c/o Judith E. McCaffrey, 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 incorporator of the corporation executes these Articles of Incorporation on the date indicated:

June 3, 1997



John Hoyt, Incorporator

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Judith E. McCaffrey - Registered Agent

June 3, 1997

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TALLAHASSEE, FLORIDA