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June 6 1997  
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**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. LANDMARK BANKCORP, INC  
 (Corporation Name) (Document #)
2. \_\_\_\_\_  
 (Corporation Name) (Document #)
3. \_\_\_\_\_  
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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input checked="" type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

*No copy*

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Examiner's Initials	
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ROBERT F. MILLIGAN  
COMPTROLLER OF FLORIDA

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

June 18, 1997

Herbert D. Haughton  
Iglar & Dougherty, P.A.  
1501 Park Avenue East  
Tallahassee, Florida 32301

Dear Mr. Haughton:

Re: "Landmark Bancorp, Inc."  
"Key West Bancgroup, Inc."

Reference is made to your letter/fax dated June 18, requesting approval of the above-referenced corporate names. It is our understanding "Landmark Bancorp, Inc." will be a proposed one bank holding company which intends to acquire a south Florida commercial bank. "Key West Bancgroup, Inc." will be a proposed holding company for a new de novo financial institution to be located in Key West, 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,

A handwritten signature in black ink, appearing to read "Wm. Douglas Johnson", is written over a horizontal line.

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**

**LANDMARK BANCORP, INC.**

In compliance with the requirements of Chapter 607, *Florida Statutes*, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

**ARTICLE I - NAME**

The name of the corporation ("Corporation") is Landmark Bancorp, Inc. (Corporation). The initial street address of the principal office of the Corporation is 5611 N.W. 29th Street, Margate, Florida 33063 or at such other place within the State of Florida as the Board of Directors may designate. The name of the registered agent is Iglar & Dougherty, P.A., 1501 Park Avenue East, Tallahassee, Florida 32301, which address is also the address of the Registered Office of the Corporation.

**ARTICLE II - NATURE OF BUSINESS**

The Corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States and the State of Florida, or any other state, country, territory or nation.

**ARTICLE III - CAPITAL STOCK**

The maximum number of shares this Corporation is authorized to issue is 10,000,000, all of which shall be common shares(Common Shares). All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

**ARTICLE IV - REGISTERED OFFICE**

The initial street address of the Corporation's registered office is 1501 Park Avenue East, Tallahassee, Florida 32301. The initial registered agent for the Corporation at that address is Iglar & Dougherty, P.A.

**ARTICLE V - DIRECTORS**

The initial Board of Directors shall consist of five (5) members. The names and address of the persons who will serve on the initial Board of Directors are:

<u>Name</u>	<u>Address</u>
Jeffrey S. Roschman	5651 NW 29th Street, Margate, Florida
John A. Roschman	5651 NW 29th Street, Margate, Florida
Robert J. Roschman	5651 NW 29th Street, Margate, Florida
Lucius H. Weeks	5651 NW 29th Street, Margate, Florida
Perry A. LaCaria	5651 NW 29th Street, Margate, Florida

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TALLAHASSEE FLORIDA

#### ARTICLE VI - INCORPORATORS

The names and street addresses of the persons signing these Articles of Incorporation are:

Name  
Herbert D. Haughton

Address  
Igler & Dougherty, P.A.  
1501 Park Avenue East  
Tallahassee, Florida 32301

#### ARTICLE VII - INDEMNIFICATION

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by Florida law.

#### ARTICLE XIII - AMENDMENT

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation in the manner prescribed by Chapter 607, Florida Statutes, and all rights conferred upon shareholders are granted subject to this reservation;

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 3rd day of June, 1997.



Herbert D. Haughton  
Incorporator/General Counsel

### ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Landmark Bancorp, Inc. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to Section 607.0501(3), *Florida Statutes*.

IGLER & DOUGHERTY, P.A.

BY 

Herbert D. Haughton  
Secretary

Date: June 23, 1997

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA