

9970000068846  
Gulf Coast Community Bank  
(in organization)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

August 1, 1997

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

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-08/07/97--01058--015  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Filing of Articles of Incorporation for Gulf Coast Bancorp. Inc.

Dear Sir/Madam,

Enclosed please find the following:

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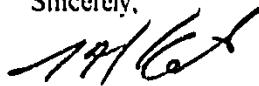
1. Original executed Articles of Incorporation of Gulf Coast Bancorp. Inc; and
2. A check for \$122.50 to cover the cost of the filing fee, the registered agent designation and a certified copy of the Articles of Incorporation.

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

Please file the Articles of Incorporation and return the certified copy and the Secretary of State's certificate 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 941-625-1744.

Thank you for your attention to this matter.

Sincerely,



Todd L. Katz  
4055 Tamiami Trail • Port Charlotte, Florida 33952  
Phone: (941) 625-1744 • Fax (941) 625-1732

Enclosures



ROBERT F. MILLIGAN  
COMPTROLLER OF FLORIDA

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

July 23, 1997

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

Dear Ms. McCaffrey:

Re: "Gulf Coast Bancorp, Inc."

Reference is made to your letter/fax dated July 23, requesting approval of the above-referenced corporate name which will serve as a bank holding company of Gulf Coast Community Bank, N.A., headquartered in Charlotte 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

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

GULF COAST BANCORP, INC.

*Pursuant to the provisions of Section 607, Florida Statutes, this corporation adopts the following articles of incorporation:*

ARTICLE I NAME

The name of this corporation shall be Gulf Coast Bancorp, Inc.

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 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. 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.

- B This corporation shall have the authority to issue TWO MILLION (2,000,000) shares of preferred stock, the par value of which, as well as the designations, voting powers, preferences and relative participating options or other special rights, qualifications, limitations or restrictions of the preferred stock to be determined by the Board of Directors of this corporation at the time it authorizes the issuance of said preferred stock.

#### ARTICLE V. BOARD OF DIRECTORS

The number of directors of this corporation shall be set from time to time by this corporation's Board of Directors and shall be no less than two (2) and no more than twenty-two (22).

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 and to authorize the issuance, on such terms and conditions as it may determine, any or all shares of common or preferred stock authorized by these Articles of Incorporation to be issued by this 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 4055 Tamiami Trail, Suite A-6, Port Charlotte, Florida 33952. The name and address of this corporation's registered agent shall be: Todd Katz, 4055 Tamiami Trail, Suite A-6, Port Charlotte, Florida 33952.

#### 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.

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Any rights conferred upon the shareholders are granted subject to this reservation  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned incorporators execute these Articles of

Incorporation on the date indicated:

  
\_\_\_\_\_  
Lewis S. Albert

August 1, 1997

  
\_\_\_\_\_  
Todd H. Katz

August 1, 1997

I hereby accept my designation as resident agent and agree to serve as the resident agent of Gulf Coast Bancorp. Inc. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for Gulf Coast Bancorp. Inc.

  
\_\_\_\_\_  
Todd H. Katz - Registered Agent

August 1, 1997