

P98000004868

Inter-Office
Communication



Comptroller of Florida
Division of Banking

DATE: January 14, 1998.

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-01/20/98--01068--013

****140.00 ****140.00

TO: Karon Beyer, Department of State
Division of Corporations - Bureau of Commercial Recording

FROM: *J. Pullen* John A. Pullen, Licensing and Chartering

SUBJECT: Formation of Southwest Interim Bank No. 3 (Successor Institution) and Merger of West Coast Bank into Southwest Interim Bank No. 3 Under the Charter of Southwest Interim Bank No. 3 and with the Title "West Coast Bank".

Please file the attached articles of incorporation for Southwest Interim Bank No. 3 and the attached "Merger Agreement" for the above-referenced institutions, using 5 P.M. January 20, 1998, as the effective date.

Please make the following distribution of certified copies:

- (1) One copy to: Division of Banking
Office of Licensing and Chartering
101 East Gaines Street
Tallahassee, Florida 32399-0350
- (2) One copy to: Federal Reserve Bank of Atlanta *No-C.*
104 Marietta Street, Northwest.
Post Office Box 1731
Atlanta, Georgia 30303-1731
- (3) One copy to: James G. Orie, Esquire
Corporate Counsel
F.N.B. Corporation
1 F.N.B. Boulevard
Hermitage, Pennsylvania

FILED
98 JAN 14 PM 4:28
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

EFFECTIVE DATE
1-20-98

Also attached are checks in the amounts of \$140.00 and \$227.50, which represent payment of the filing fees, charter tax and certified copies. If you have any questions, please call me at 414-8067.

JAP:bms

cc: Federal Reserve Bank of Atlanta, Atlanta, Georgia
Bureau of Financial Institutions - District I

*John Pullen correct
the Article V to state
four directors (1-15-98)*

*JMC
1-15-98*

35.00 F.F.
105.00 C.C.
140.00

SUCCESSOR INSTITUTION

"ARTICLES OF INCORPORATION"

ARTICLES OF INCORPORATION OF

FILED

98 JAN 14 PM 4:28

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Southwest Interim Bank No. 3

The undersigned, acting as director(s) for the purpose of forming a corporation under and by virtue of the Laws of the State of Florida, adopt(s) the following Articles of Incorporation.

ARTICLE I

EFFECTIVE DATE
1-20-98

The name of the corporation shall be Southwest Interim Bank No. 3 and its initial place of business shall be 3700 South Tamiami Trail, in the City of Sarasota, in the County of Sarasota, and the State of Florida.

ARTICLE II

This corporation shall be organized as a "successor institution" in accordance with Section 658.40(4), Florida Statutes.

ARTICLE III

The total number of shares authorized to be issued by the corporation shall be one (1). Such shares shall be of a single class and shall have a par value of \$1.00 per share. The corporation shall be in business with at least \$1.00 in paid-in capital stock to be divided into one (1) share. The amount of surplus with which the corporation will begin business will be not less than \$0.00 and the amount of undivided profits, not less than \$0.00 all of which (capital stock, surplus, and undivided profits) shall be paid in cash.

ARTICLE IV

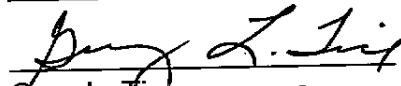

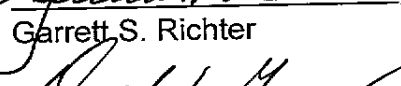
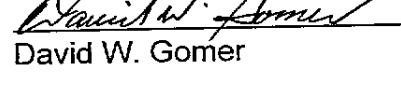
The term of which said corporation shall exist shall be one (1) year.

ARTICLE V

The number of directors shall consist of at least four(4). The name and street addresses of the first directors of the corporation are:

<u>NAME</u>	<u>STREET ADDRESS</u>
<u>Gary L. Tice</u>	<u>2197 Pine Woods Circle, Naples, FL 34105</u>
<u>Garrett S. Richter</u>	<u>2281 Pine Woods Circle, Naples, FL 34105</u>
<u>David W. Gomer</u>	<u>3510 S.E. 19th Place, Cape Coral, FL 33904</u>
<u>C. C. Coghill</u>	<u>1905 Princess Court., Naples, FL 34110</u>

In witness of the forgoing, the undersigned directors have executed these Articles of Incorporation this 21st day of October, A.D. 1997.

<u>NAME</u>	<u>STREET ADDRESS</u>
 <u>Gary L. Tice</u>	<u>2197 Pine Woods Circle, Naples, FL 34105</u>
 <u>Garrett S. Richter</u>	<u>2281 Pine Woods Circle, Naples, FL 34105</u>
 <u>David W. Gomer</u>	<u>3510 S.E. 19th Place, Cape Coral, FL 33904</u>
 <u>C.C. Coghill</u>	<u>1905 Princess Court, Naples, FL 34110</u>

STATE OF FLORIDA }
 }
COUNTY OF Collier } SS:
 }

The foregoing instrument was acknowledged before me this 21st day of October, 1997, be Gary L. Tice who is personally known to me or who has produced _____ as identification and who did/did not take an oath.

(SEAL)

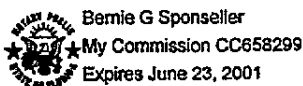


Bernie G. Sponseller
Notary Public - State of Florida at Large
My Commission Expires:

STATE OF FLORIDA }
 }
COUNTY OF Collier } SS:
 }

The foregoing instrument was acknowledged before me this 21st day of October, 1997, be Garrett S. Richter who is personally known to me or who has produced _____ as identification and who did/did not take an oath.

(SEAL)



Bernie G. Sponseller
Notary Public - State of Florida at Large
My Commission Expires:

STATE OF FLORIDA

COUNTY OF Collier

}
} SS:
}

The foregoing instrument was acknowledged before me this 21st day of October, 1997, be David W. Gomer who is personally known to me or who has produced _____ as identification and who did/did not take an oath.

(SEAL)



Bernie G Sponseller
My Commission CC658299
Expires June 23, 2001

Bernie G. Sponseller

Notary Public - State of Florida at Large
My Commission Expires:

STATE OF FLORIDA

COUNTY OF Collier

}
} SS:
}

The foregoing instrument was acknowledged before me this 22nd day of October, 1997, be C.C. Coghill who is personally known to me or who has produced _____ as identification and who did/did not take an oath.

(SEAL)



Bernie G Sponseller
My Commission CC658299
Expires June 23, 2001

Bernie G. Sponseller

Notary Public - State of Florida at Large
My Commission Expires:

Approved by the Department of Banking and Finance this 12th day of January, 19 98.

Tallahassee, Florida

[Signature]

Comptroller of the State of Florida and Head of the
Department of Banking and Finance

FILED
98 JAN 14 PM 4:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA