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Inter-Office
Communication

Comptroller of Florida
Division of Banking

DATE: June 30, 1998

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

FROM: Bruce Ricca, Licensing and Chartering

SUBJ: **OLD FLORIDA BANK** BR
Fort Myers, Lee County
(Approved New Bank)

900002578389--G
-07/02/98--01002--019
****192.50 ****192.50

Please file the attached Articles of Incorporation for the above-referenced bank, using **JUNE 30, 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, Suite 636
- (2) One copy to: Mr. Larry W. Johnson
Old Florida Bank
Post Office Box 61279
Fort Myers, Florida 33906
- (3) One Copy to: Federal Deposit Insurance Corporation
One Atlantic Center, Suite 1600
1201 West Peachtree Street, N.E.
Atlanta, Georgia 30309-3449

FILED
98 JUN 30 PM 3:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

35.00 - F.F.
157.50 - C.C.
192.50

The attached is a check which represents payment of the filing fees, charter tax and certified copies. If you have any questions, please call 414-8066.

BR.articles

cc: Bureau of Financial Institutions - District I

Bruce Ricca gave auth
by phone to correct
Article I.

Dmy
7/1/98

FILED

**ARTICLES OF INCORPORATION
OF
OLD FLORIDA BANK**

**98 JUN 30 PM 3:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

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

ARTICLE I

The name of the corporation shall be Old Florida Bank and its initial place of business shall be at 6900-17 Daniels Parkway, in the County of Lee and State of Florida, Fort Myers.

ARTICLE II

The general nature of the business to be transacted by this corporation shall be that of a general commercial banking business with all the rights, powers, and privileges granted and conferred by the Florida Financial Institutions Codes, regulating the organization, powers, and management of banking corporations.

ARTICLE III

The total number of shares authorized to be issued by the corporation shall be 5,000,000. Such shares shall be of a single class and shall have a par value of \$5.00 per share. The corporation shall begin business with at least \$2,750,000 in paid-in common capital stock to be divided into 550,000 shares. The amount of surplus with which the corporation will begin business will be not less than \$1,500,000 and the amount of undivided profits, not less than \$1,250,000 all of which (capital stock, surplus, and undivided profits) shall be paid in cash.

ARTICLE IV

The term for which said corporation shall exist shall be perpetual unless terminated pursuant to the Florida Financial Institutions Codes.

ARTICLE V

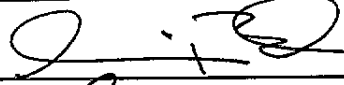
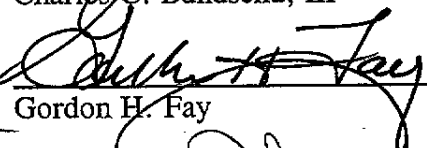
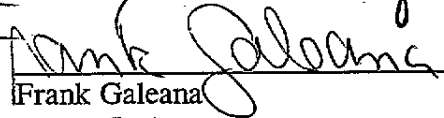
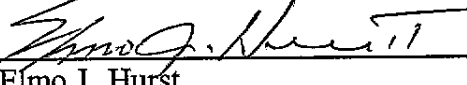
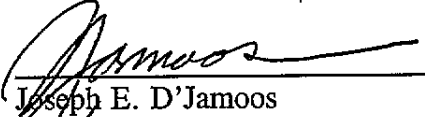

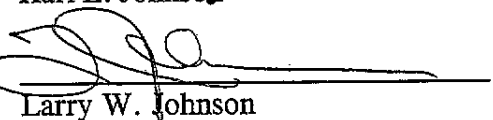
The number of directors shall not be fewer than five (5). A majority of the full board of directors may, at any time during the years following the annual meeting of shareholders in which such action has been authorized, increase the number of directors by not more than two and appoint persons to fill resulting vacancies. The names and street addresses of the first directors of the corporation are:

NameStreet Address

Charles C. Bundschu, III	15301 Orange River Road, Fort Myers, FL 33905
Gordon H. Fay	16904 Timberlakes Drive, Fort Myers, FL 33908
Frank Galeana	13323 Rosewood Lane, Naples, FL 34119
Elmo J. Hurst	27281 Ibis Cove Court, Bonita Springs, FL 34134
Joseph E. D'Jamoos	13356 Rosewood Lane, Naples, FL 34119
Karl L. Johnson	2141 W. Lakeview Blvd., N. Fort Myers, FL 33903
Larry W. Johnson	12611 Allendale Circle, Fort Myers, FL 33912

In witness of the foregoing, the undersigned directors have executed these Articles of Incorporation this 18 day of June, A.D. 1998.

NameStreet Address

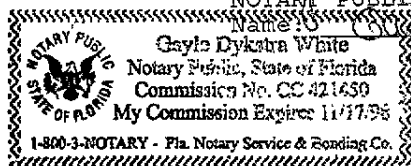
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 Larry W. Johnson	12611 Allendale Circle, Fort Myers, FL 33912

STATE OF FLORIDA)
COUNTY OF LEE)

BEFORE ME, the undersigned authority, authorized to administer oaths and take acknowledgements, this day personally appeared Charles C. Bundschu, III, who is personally known to me or who has produced N/A as identification, and who did take an oath, and who has acknowledged before me that he has read and executed the foregoing instrument for the purposes therein expressed.

WITNESS my hand and official seal this 18th day of June, 1998.

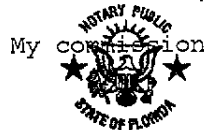
My commission expires:



STATE OF FLORIDA)
COUNTY OF LEE)

BEFORE ME, the undersigned authority, authorized to administer oaths and take acknowledgements, this day personally appeared Gordon H. Fay, who is personally known to me or who has produced _____ as identification, and who did take an oath, and who has acknowledged before me that he has read and executed the foregoing instrument for the purposes therein expressed.

WITNESS my hand and official seal this 11th day of June, 1998.



KARL LEIGH JOHNSON
My Commission CC 411513
Expires Oct. 21, 1998
Bonded by NFNU
800-224-6368

NOTARY PUBLIC
Name: KARL LEIGH JOHNSON

STATE OF MICHIGAN)
COUNTY OF Macomb)

BEFORE ME, the undersigned authority, authorized to administer oaths and take acknowledgements, this day personally appeared Frank Galeana, who is personally known to me or who has produced _____ as identification, and who did take an oath, and who has acknowledged before me that he has read and executed the foregoing instrument for the purposes therein expressed.

WITNESS my hand and official seal this 15th day of June, 1998.

My commission expires: 11-27-2001

Macomb Cnty, MI

NOTARY PUBLIC
Name: Cynthia J. Clifford

STATE OF FLORIDA)
COUNTY OF LEE)

BEFORE ME, the undersigned authority, authorized to administer oaths and take acknowledgements, this day personally appeared Elmo J. Hurst, who is personally known to me or who has produced _____ as identification, and who did take an oath, and who has acknowledged before me that he has read and executed the foregoing instrument for the purposes therein expressed.

WITNESS my hand and official seal this 10th day of June, 1998.

My commission expires:



KARL LEIGH JOHNSON
My Commission CC 411513
Expires Oct. 21, 1998
Bonded by NFNU
800-224-6368

NOTARY PUBLIC
Name: KARL LEIGH JOHNSON

STATE OF FLORIDA)
)
COUNTY OF LEE)

BEFORE ME, the undersigned authority, authorized to administer oaths and take acknowledgements, this day personally appeared Joseph E. D'Jamoos, who is personally known to me or who has produced _____ as identification, and who did take an oath, and who has acknowledged before me that he has read and executed the foregoing instrument for the purposes therein expressed.

WITNESS my hand and official seal this 16th day of June, 1998.

My commission expires **REBECCA D. ANDREWS**
COMMISSION # CC740924
EXPIRES JUL 14, 2002
BONDED THROUGH
ADVANTAGE NOTARY OF FLORIDA



NOTARY PUBLIC

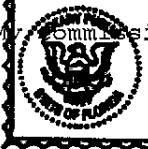
Name: REBECCA D. ANDREWS

STATE OF FLORIDA)
)
COUNTY OF LEE)

BEFORE ME, the undersigned authority, authorized to administer oaths and take acknowledgements, this day personally appeared Karl L. Johnson, who is personally known to me or who has produced _____ as identification, and who did take an oath, and who has acknowledged before me that he has read and executed the foregoing instrument for the purposes therein expressed.

WITNESS my hand and official seal this 17th day of June, 1998.

My commission expires **CHERYL LEEMAN**
Notary Public, State of Florida
Commission No. CC 732277
My Commission Expires 5/10/02



NOTARY PUBLIC

Name: Cheryl Leeman

STATE OF FLORIDA)
)
COUNTY OF LEE)

BEFORE ME, the undersigned authority, authorized to administer oaths and take acknowledgements, this day personally appeared Larry W. Johnson, who is personally known to me or who has produced _____ as identification, and who did take an oath, and who has acknowledged before me that he has read and executed the foregoing instrument for the purposes therein expressed.

WITNESS my hand and official seal this 11th day of June, 1998.

My commission expires:



KARL LEIGH JOHNSON
My Commission CC411513
Expires Oct 21, 1998
Bonded by NFNU
800-224-6368

NOTARY PUBLIC

Name: KARL LEIGH JOHNSON

Approved by the Department of Banking and Finance this 29th day of JUNE, 1998.

Tallahassee, Florida

Robert L. Sullivan

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

FILED
98 JUN 30 PM 3:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA