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City/State/Zip Phone #

FILED
2002 JUN 24 PM 2:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- People's Community Bancshares, Inc.
(Corporation Name) (Document #)
- People's Community Bank of the West Coast
(Corporation Name) (Document #)
- _____
(Corporation Name) (Document #)
- _____
(Corporation Name) (Document #)

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☒ Walk in ☐ Pick up time _____ ☒ Certified Copy (2)
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<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

EFFECTIVE DATE
07-06-02

Richard Pearlman GAVE
AUTHORIZATION BY PHONE TO
CORRECT EFF. date
DATE 06-24-02
DOC. EXAM C. Coulliette

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

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*****87.50 *****87.50

C. Coulliette JUN 24 2002

ARTICLES OF SHARE EXCHANGE

of

PEOPLE'S COMMUNITY BANCSHARES, INC., a Florida Corporation,

with

PEOPLE'S COMMUNITY BANK OF THE WEST COAST, a Florida-chartered
Commercial Bank

Pursuant to Section 607.1105 of the Florida Business Corporation Act (the "Act") PEOPLE'S COMMUNITY BANCSHARES INC. ("People's BancShares") and PEOPLE'S COMMUNITY BANK OF THE WEST COAST ("Bank") adopt the following Articles of Share Exchange.

1. The Plan of Reorganization Share Exchange dated July 19, 2001 ("Plan"), between Peoples BancShares and the Bank, was approved and adopted by the shareholders of the Bank on November 26, 2001, and was adopted by the Board of Directors of Peoples BancShares on July 19, 2001, as Section 607.1103(7) of the Act did not require approval by the shareholders of People's BancShares.

2. Pursuant to the Plan, all issued and outstanding shares of Bank common stock will be exchanged for a like number of shares of People's BancShares and the Bank will become a wholly-owned subsidiary of People's BancShares.

3. The Plan of Share Exchange is attached hereto and incorporated herein by reference as if fully set forth herein.

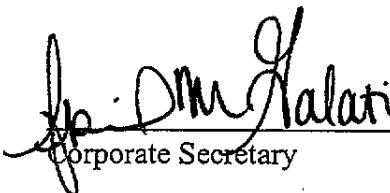
4. Pursuant to Section 607.1105(1)(b) of the Act, the date and time of the effectiveness of the Share Exchange shall be as of the close of business on July 6, 2002

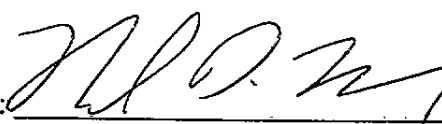
EFFECTIVE DATE
07-06-02

IN WITNESS WHEREOF, the parties have set their hands this June 24 day of June, 2002.

ATTEST:

PEOPLE'S COMMUNITY BANCSHARES, INC.

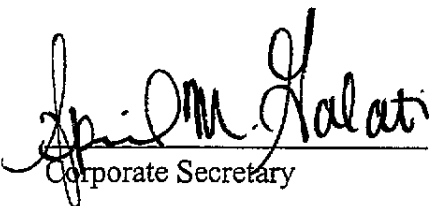

Corporate Secretary

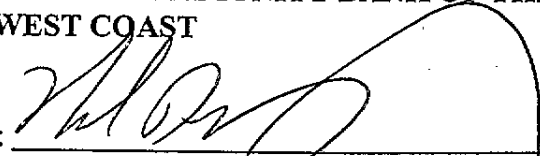
By: 
Neil D. McCurry, Jr., President

FILED
2002 JUN 24 PM 2:20
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TALLAHASSEE, FLORIDA

ATTEST:

PEOPLE'S COMMUNITY BANK OF THE
WEST COAST


Corporate Secretary

By: 
Neil D. McCurry, Jr., President

PLAN OF REORGANIZATION AND SHARE EXCHANGE


THIS PLAN OF REORGANIZATION AND SHARE EXCHANGE ("Plan") is entered into this 19th day of July, 2001 by and between People's Community BancShares, Inc. a Florida corporation ("People's BancShares") and People's Community Bank of the West Coast, a Florida chartered commercial bank ("Bank").

1. Distribution to Shareholders and Warrant Holders. On the Effective Date, as defined herein, all of the shareholders of the Bank not dissenting from the Plan shall exchange all of the outstanding stock of the Bank for a like number of shares of People's BancShares and the Bank shall become a wholly-owned subsidiary of People's BancShares.
2. Satisfaction of Rights of the Bank's Shareholders. All shares of People's BancShares stock into which shares of Bank stock have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted shares.
3. Fractional Shares. Fractional shares of People's BancShares stock will not be issued to the holders of Bank stock.
4. Vote Required. The Plan must be approved by at least a majority of the outstanding shares of Bank stock entitled to vote at a meeting of shareholders called for such purpose.
5. Dissenter's Shares. No share of Bank common stock as to which dissenter appraisal rights have been validly exercised and perfected and for which cash is payable pursuant to law ("Dissenting Shares") shall be exchanged for People's BancShares common stock. In lieu thereof, the holder of Dissenting Shares shall be entitled to payment in accordance with the applicable provisions of Section 607.1104, *Florida Statutes*, ("Dissenter Statute") applicable to Florida corporations. If any holder of Dissenting Shares shall effectively withdraw or lose his dissenter rights under the Dissenter Statute, such Dissenting Shares shall then be exchanged for People's BancShares common stock in accordance with the provisions hereof. Dissenting Shares acquired by the Bank pursuant to payment shall be held by the Bank as authorized but unissued shares. Properly exercised Dissenter Shares shall not exceed more than 20% of the total number of Bank shares outstanding.
6. Stock Options. On the Effective Date, the Bank's current stock option plans shall be adopted and assumed in their entirety by People's BancShares. All options to purchase shares of Bank common stock outstanding immediately prior to the Effective Date shall, on the Effective Date, by virtue of the share exchange and without any action on the part of the holder thereof, be converted into and become options to purchase a like number of shares of People's BancShares common stock.
7. Supplemental Action. If at any time after the Effective Date, People's BancShares shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of People's BancShares or the Bank, as the case may be, whether past or remaining in office, shall execute and deliver any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts to carry out the provisions of this Plan.

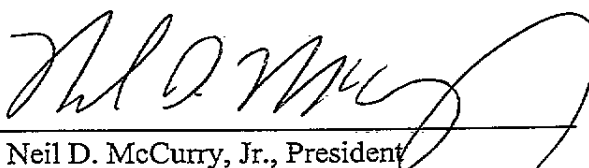
8. Filing with the Florida Secretary of State and Effective Date. Upon the approval of the Federal Reserve Bank of Atlanta of the Application to act as a bank holding company filed by People's BancShares, People's BancShares and the Bank shall cause their respective President (or Vice President) to execute Articles of Share Exchange in the form attached to this Plan and upon such execution this Plan shall be deemed incorporated by reference into the Articles of Share Exchange as if fully set forth in such Articles and shall become an exhibit to such Articles of Share Exchange. Thereafter, the Articles of Share Exchange shall be delivered for filing to the Florida Secretary of State. In accordance with Section 607.1105 of the Florida Business Corporation Act (the "FBCA"), the Articles of Share Exchange shall specify the "Effective Date."
9. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by People's BancShares or the Bank by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time before the vote of the shareholders of the Bank by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter so long as such change is in accordance with Section 607.1103 of the FBCA.
10. Termination. At any time before the Effective Date (whether before or after filing the Articles of Share Exchange), this Plan may be terminated and the share exchange abandoned by mutual consent of the Boards of Directors of both corporations, notwithstanding favorable action by the shareholders of the Bank.

IN WITNESS WHEREOF, the parties hereto have duly executed this Plan of Share Exchange as of the date first above written.

PEOPLE'S COMMUNITY BANCSHARES, INC.

By: 
Neil D. McCurry, Jr., President

PEOPLE'S COMMUNITY BANK OF THE
WEST COAST

By: 
Neil D. McCurry, Jr., President