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**WERNER & BLANK CO., L.P.A.**  
A LEGAL PROFESSIONAL CORPORATION

7205 WEST CENTRAL AVENUE  
TOLEDO, OH 43617  
(419) 841-8051  
FAX: 419-841-8380

November 19, 1998

**VIA UPS OVERNIGHT**

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

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-11/23/98--01012--015  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: First Community Bancorp, Inc.

Dear Sir or Madam:

Enclosed for filing are two original copies of the Articles of Incorporation for First Community Bancorp, Inc. The last page of the Articles includes the acceptance for the Registered Agent. Also enclosed is our check in the amount of \$78.75 to cover the cost of filing this document and also for receiving a certified copy. Please return the certified copy in the enclosed self-addressed, stamped envelope as soon as possible.

If you have any questions, or if I can be of assistance in this matter, please feel free to contact me.

Sincerely,



Karri Riedel  
Assistant to Edwin L. Herbert

Enclosures

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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ARTICLES OF INCORPORATION

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OF

FIRST COMMUNITY BANCORP, INC.

\* \* \* \* \*

THE UNDERSIGNED Incorporator for the purpose of forming a corporation under The Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of said Corporation shall be:

First Community Bancorp, Inc.

ARTICLE II

The place in the State of Florida where its principal office is to be located shall be:

104 South Lake Street  
Pahokee, FL 33476-1888

ARTICLE III

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is: one hundred twenty-five thousand (125,000) shares of Common Stock each of which shares shall have a par value of ten cents (\$0.10). The Corporation elects to have preemptive rights. In all elections of directors, each holder of Common Stock will have the right to vote the votes allocable to the number of shares owned by such shareholder for as many persons as there are directors to be elected, or to cumulate such votes and give one candidate as many votes as the number of directors to be elected multiplied by the number of votes allocable to such shareholder's Common Stock, or to distribute such votes on the same principle among as many candidates as such shareholder sees fit.

ARTICLE IV

The affirmative vote of the holders of at least seventy-five percent (75%) of the outstanding Common Stock of the Corporation shall be required to authorize the following actions:

A. Any increase in the capital stock of the Corporation through the issuance of additional shares of Common Stock or the creation of one or more additional classes of stock;

- B. Any decrease in the capital stock of the Corporation;
- C. Any change in the name of the Corporation;
- D. The merger or consolidation of the Corporation with any other bank or trust company or the Corporation's acquisition of all or substantially all of the business and assets of any other bank or trust company;
- E. The Corporation's sale of all or substantially all of its business and assets;
- F. The voluntary liquidation of the Corporation; and
- G. The adoption and execution of any plan of reorganization of the Corporation.

#### ARTICLE V

The name and address of the initial registered agent is:

Dale W. Morris  
c/o First Community Bank of Palm Beach  
104 South Lake Street  
Pahokee, FL 33476-1888

#### ARTICLE VI

The following provisions are hereby agreed to for the purpose of defining, limiting and regulating the exercise of the authority of the Corporation, or of the Directors, or of all of the shareholders:

The Board of Directors is expressly authorized to set apart, out of any of the funds of the Corporation available for dividends, a reserve or reserves for any proper purpose or to abolish any such reserve in the manner in which it was created, and to purchase on behalf of the Corporation any shares issued by it to the extent permitted under The Florida Business Corporation Act.

Any meeting of the shareholders <sup>B</sup> of the Board of Directors may be held at any place within or without the State of Florida in the manner provided for in the Bylaws of the Corporation. A special meeting of shareholders may be called in accordance with the requirements of the Bylaws of the corporation as the same may be in effect from time to time, or by the shareholders if the holders of not less than ten percent (10%) of all the votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date and deliver to the corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

Any amendments to the Articles of Incorporation may be made from time to time, by the affirmative vote of holders of at least seventy-five percent (75%) of the outstanding shares of Common Stock of the Corporation.

#### ARTICLE VI

The Corporation shall indemnify its present and past Directors, officers, employees and agents, and such other persons as it shall have powers to indemnify, to the full extent permitted under, and subject to the limitations of, The Florida Business Corporation Act.

IN WITNESS WHEREOF, I have hereunto set my hand this 17<sup>th</sup> day of Nov  
1998.

Dale W. Morris, Incorporator

Dale W Morris

Name and Address of Incorporator:

Dale W. Morris  
c/o First Community Bank of Palm Beach  
104 South Lake Street  
Pahokee, FL 33476-1888

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED HEREIN, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

*Dale W. Morris*

Dale W. Morris

Dated: Nov 17, 1998

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS