

P98000100758



Inter-Office  
Communication

Comptroller of Florida  
Division of Banking

DATE: December 1, 1998

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

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

SUBJECT: Formation of AB Interim Bank (Successor Institution) and  
Merger of AB Interim Bank into Admiralty Bank

Please file the attached articles of incorporation for AB Interim Bank, a successor institution, using December 1, 1998, as the effective date.

Please file the attached "Merger Agreement" for the above-referenced institutions, using December 1, 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: Robert A. Schwartz, Esquire  
Jamieson Moore Peskin & Spicer, P.C.  
177 Madison Avenue  
Morristown, New Jersey 07960

Attached is a \$79.00 check which represents payment of the applicable fees. If there is an overpayment, please issue a refund to Mr. Schwartz. If there is an underpayment, please contact Mr. Schwartz at (973) 984-1616.

If you have any questions, please call me at my new phone number 410-9527.

JAP:bms

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

*Dmc*  
*12/3/98*

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FILED**

98 DEC -1 PM 1:22

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
AB INTERIM BANK**

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 AB Interim Bank and its initial place of business shall be 4400 PGA Boulevard, Suite 200 in the City of Palm Beach Gardens, in the County of Palm Beach, 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 2,000,000. Such shares shall be of a single class and shall have a par value of \$1.00 per share. The Corporation shall begin business with at least \$1,000 in paid-in capital stock to be divided into 100 shares.

**ARTICLE IV**

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

## ARTICLE V

The number of directors shall consist of five (5). The names and street addresses of the first directors of this Corporation are:

Mr. Bruce A. Mahon  
Admiralty Bank  
4400 PGA Boulevard, Suite 200  
Palm Beach Gardens, FL 33410

Mr. Richard P. Rosa  
3 Hickory Trail  
Andover, New Jersey 07821

Mr. Peter L.A. Pantages  
McCay Real Estate Group  
2275 Highway 33, Suite 305  
Hamilton Square, NJ 08690

Mr. Michael E. Golden  
17151 Mandylynn Court  
Boca Raton, FL 33496

Mr. Sidney L. Hofing  
The Eagle Group  
928 West State Street  
Trenton, NJ 08618


IN WITNESS OF THE FOREGOING, the undersigned directors have executed these Articles of Incorporation this 5th day of October, 1998.

  
BRUCE A. MAHON  
RICHARD P. ROSA  
PETER L.A. PANTAGES  
MICHAEL E. GOLDEN  
SYDNEY L. HOFING

STATE OF \_\_\_\_\_ )  
 ) SS.:  
COUNTY OF \_\_\_\_\_ )

The foregoing instrument was acknowledged before me this 5th day of October,  
1998, by **Bruce A. Mahon**, (who is personally known to me or who has produced  
\_\_\_\_\_ as identification and who did/did not take an oath.

(SEAL)


  
Notary Public - State of \_\_\_\_\_ at Large  
My Commission Expires:



STATE OF \_\_\_\_\_ )  
 ) SS.:  
COUNTY OF \_\_\_\_\_ )

The foregoing instrument was acknowledged before me this 5th day of October,  
1998, by **Peter L. A. Pantages**, who is personally known to me or who has produced  
\_\_\_\_\_ as identification and who did/did not take an oath.

(SEAL)

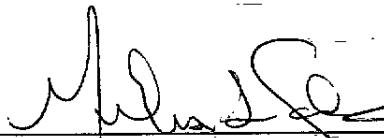
  
Notary Public - State of \_\_\_\_\_ at Large  
My Commission Expires:



STATE OF \_\_\_\_\_ )  
 ) SS.:  
COUNTY OF \_\_\_\_\_ )

The foregoing instrument was acknowledged before me this 5th day of October, 1998, by **Richard P. Rosa**, who is personally known to me or who has produced \_\_\_\_\_ as identification and who did/did not take an oath.

(SEAL)

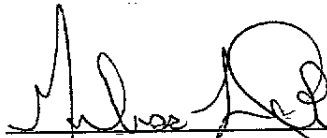
  
Notary Public - State of \_\_\_\_\_ at Large  
My Commission Expires:



STATE OF \_\_\_\_\_ )  
 ) SS.:  
COUNTY OF \_\_\_\_\_ )

The foregoing instrument was acknowledged before me this 5th day of October,  
1998, by **Michael E. Golden**, (who is personally known to me or who has produced  
\_\_\_\_\_ as identification and who did/did not take an oath.

(SEAL)

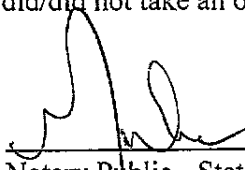
  
Notary Public - State of \_\_\_\_\_ at Large  
My Commission Expires:



STATE OF \_\_\_\_\_ )  
 ) SS.:  
COUNTY OF \_\_\_\_\_ )

The foregoing instrument was acknowledged before me this 5th day of October, 1998, by **Sydney L. Hofing**, who is personally known to me or who has produced \_\_\_\_\_ as identification and who did/did not take an oath.

(SEAL)

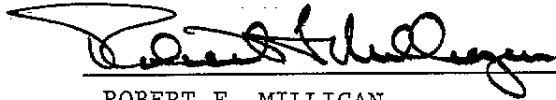
  
\_\_\_\_\_  
Notary Public - State of \_\_\_\_\_ at Large  
My Commission Expires:





Approved by the Department of Banking and Finance this 30th day of  
November 1998.

Tallahassee, Florida



ROBERT F. MILLIGAN  
Comptroller of the State of Florida and Head  
of the Department of Banking and Finance

**FILED**  
98 DEC -1 PM 1:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA