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Inter-Office
Communication

Comptroller of Florida
Division of Banking

DATE: December 24, 1998

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

FROM: Bruce Ricca, Licensing and Chartering

SUBJ: **FIRST PEOPLES BANK**
Port St. Lucie, St. Lucie County
(Approved New Bank)

200002722742--8
-12/28/98--01004--007
*****78.75 *****78.75

Please file the attached Articles of Incorporation for the above-referenced bank, using **TODAY'S DATE**, 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. David W. Skiles, President & CEO
First Peoples Bank
1541 S.E. St. Lucie Boulevard, Suite D
Port St. Lucie, Florida 34952-5456
- (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 DEC 24 AM 9:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The attached is a check which represents payment of the filing fees, charter tax and certified copies. If you have any questions, please call 410-9528.

BR.articles

cc: Bureau of Financial Institutions - District II

Dmc
12/28/98

overpayment
17.50

**ARTICLES OF INCORPORATION
OF
FIRST PEOPLES BANK**

FILED

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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

Name and Principal Place of Business

The name of the corporation shall be First Peoples Bank and its initial place of business shall be at 1301 S.E. Port St. Lucie Boulevard, in the City of Port St. Lucie, in the County of St. Lucie and the State of Florida.

ARTICLE II

Nature of Business

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

Capital Stock

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 of common stock and shall have a par value of \$5.00 per share. The corporation shall begin business with at least \$2,250,000 in paid-in common capital stock to be divided into 450,000 shares. The amount of surplus with which the corporation will begin business will be not less than \$1,000,000 and the amount of undivided profits, not less than \$1,105,000, all of which (capital stock, surplus and undivided profits) shall be paid in cash.

ARTICLE IV

Existence

The term for which said corporation shall exist shall be perpetual unless terminated pursuant to the Florida financial institutions codes.

ARTICLE V

Directors

The number of directors shall not be fewer than five (5) persons, the specific number of which shall be set from time to time by resolution of the Board of Directors or action of the shareholders. The number of directors may at any time and from time to time be increased or decreased by action of either the shareholders or the Board of Directors, but no decrease in the number of directors shall have the effect of shortening the term of any incumbent director. Notwithstanding the foregoing, a majority of the full Board of Directors may, at any time during the years following the annual meeting of the 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.

Commencing with the organizational meeting of shareholders, the directors shall be divided into three classes, designated Class I, Class II and Class III. Each Class shall consist, as nearly as may be possible, of one-third (33 1/3%) of the full Board of Directors. Should the number of directors not be equally divisible by three, the excess director or directors shall be assigned to Classes I and II as follows: (i) if there shall be an excess of one directorship over a number equally divisible by three, such extra directorship shall be classified as Class I; and (ii) if there be an excess of two directorships over a number equally divisible by three, one shall be classified in Class I and the other in Class II. The term of the Class I directors shall terminate on the date of the 2000 annual meeting of shareholders, the term of the Class II directors shall terminate on the date of the 2001 annual meeting of shareholders and the term of the Class III directors shall terminate on the date of the 2002 annual meeting of shareholders. At each annual meeting of shareholders beginning in 2000, successors to the class of directors whose term expires at that annual meeting shall be elected for a three (3) year term. If the number of directors has changed, any increase or decrease shall be apportioned among the classes so as to maintain the number of

directors in each class as nearly equal as possible, and any additional directors of any class elected to fill a vacancy resulting from an increase in such class shall hold office for a term that shall coincide with the remaining term of that class, but in no case will a decrease in the number of directors shorten the term of any incumbent director.

Each director shall hold office until the annual meeting for the year in which his or her term expires and until a successor has been elected and qualified, subject, however, to the director's earlier resignation, removal from office or death.

The names and street addresses of the first directors of the corporation are:

<u>NAME</u>	<u>STREET ADDRESS</u>
James L. Autin, M.D.	1700 Hillmoor Drive, Suite 501 Port St. Lucie, FL 34952
John Baker	1911 S.W. Crane Creek Avenue Palm City, FL 34990
Gary A. Berger	111 Orange Avenue Ft. Pierce, FL 34950
Donald J. Cuzzo	49 Flagler Avenue, Suite 302 Stuart, FL 34994
Ann L. Decker	250 N.W. Country Club Drive Port St. Lucie, FL 34986
Paul J. Miret	757 S.E. Hidden River Drive Port St. Lucie, FL 34983
Robert L. Schweiger	1680 S.W. Bayshore Boulevard Port St. Lucie, FL 34984
Robert L. Seeley	1100 S. Federal Highway Stuart, FL 34994
David W. Skiles	1301 S.E. Port St. Lucie Blvd. Port St. Lucie, FL 34952

Thomas E. Warner

1100 S. Federal Highway
Stuart, FL 34994

Paul A. Zinter

2014 S.E. Port St. Lucie Blvd.
Port St. Lucie, FL 34952

ARTICLE VI

Shareholder Voting

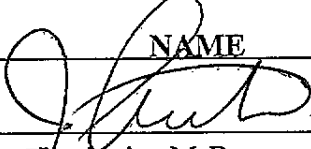
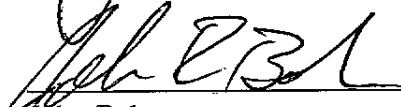
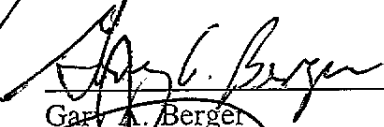
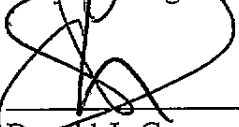
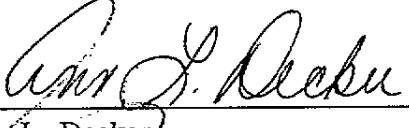
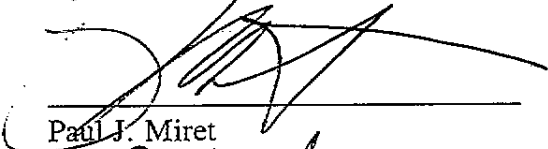
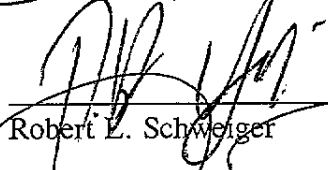

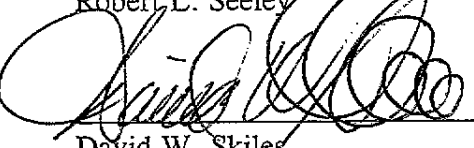
If a quorum is present, action on a matter (other than the election of directors) by a voting group is approved upon the affirmative vote of a majority of the votes cast within the voting group, unless a greater or lesser number of affirmative votes is required by law or by these Articles of Incorporation.

ARTICLE VII

Amendment

The Articles of Incorporation of the Bank may be amended by the affirmative vote of the holders of a majority in interest of the outstanding common shares of the Bank, unless the vote of the holders of a greater number of shares is required by law; provided, however, that the affirmative vote of the holders of at least two-thirds (66 $\frac{2}{3}$ %) of the outstanding common shares of the Bank shall be required to amend or repeal any of Article V and VII.

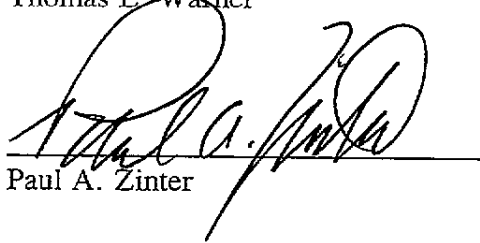
In witness of the foregoing, the undersigned directors have executed these Articles of Incorporation this 9th day of DECEMBER, 1998.

<u>NAME</u>	<u>STREET ADDRESS</u>
 James L. Autin, M.D.	1700 Hillmoor Drive, Suite 501 Port St. Lucie, FL 34952
 John Baker	1911 S.W. Crane Creek Avenue Palm City, FL 34990
 Gary A. Berger	111 Orange Avenue <i>Suite 300</i> Ft. Pierce, FL 34950
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Thomas E. Warner

1100 S. Federal Highway
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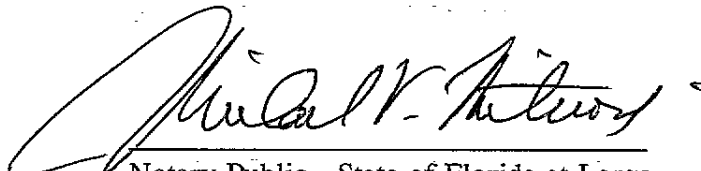
Paul A. Zinter

2014 S.E. Port St. Lucie Blvd.
Port St. Lucie, FL 34952

STATE OF FLORIDA)
)
COUNTY OF ST. LUCIE) SS

The foregoing instrument was acknowledged before me this 9th day of December, 1998, by James L. Autin, M.D., ~~John Baker~~, Gary A. Berger, Donald J. Cuzzo, Ann L. Decker, Paul J. Miret, Robert L. Schweiger, Robert L. Seeley, David W. Skiles, Thomas E. Warner and Paul A. Zinter, who are personally known to me or who have produced motor vehicle driver's licenses as identification and who did/did not take an oath.

(SEAL)



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



*State of Florida
County of St. Lucie.*

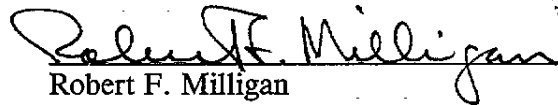
The foregoing instrument was acknowledged before me this 10th day of December 1998, by John R. Baker, who is personally known to me or have produced a motor vehicle driver's license as identification and did/did not take an oath.

LISA M. CICCONE
Notary Public, State of Florida
My Comm. Expires Feb. 26, 2000
Comm. No. CC516177


Notary Public - State of Florida @ Large
my commission expires: 2/26/00

Approved by the Department of Banking and Finance this 23RD day of December, 1998.

Tallahassee, Florida



Robert F. Milligan
Comptroller of the State of Florida and
Head of the Department of Banking and
Finance

FILED
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TALLAHASSEE, FLORIDA
STATE

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