

PP91000036177

Inter-Office  
Communication

Comptroller of Florida  
Division of Banking

DATE: April 20, 1999

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

FROM: Bruce Ricca, Licensing and Chartering

SUBJ: **HERITAGE BANK OF FLORIDA**  
Lutz, Pasco County  
(Approved New Bank)

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. Richard E. Adams  
Heritage Bank of Florida  
23110 State Road 54, #321  
Lutz, Florida 33549
- (3) One Copy to: Federal Deposit Insurance Corporation  
One Atlantic Center, Suite 1600  
1201 West Peachtree Street, N.E.  
Atlanta, Georgia 30309-3449

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-04/21/99-01006-006  
\*\*\*\*\*87.50 \*\*\*\*\*61.25

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 I

Rm  
4/21/99

FILED  
99 APR 20 AM 8:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**FILED**

**99 APR 20 AM 8:37**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

**BANK ARTICLES OF INCORPORATION OF  
HERITAGE BANK OF FLORIDA**

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

**ARTICLE I**

The name of the corporation shall be HERITAGE BANK OF FLORIDA, and its initial place of business shall be at 25206 State Road 54 in the City of Lutz, in the County of Pasco and State of Florida.

**ARTICLE II**

The general nature of 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 State of 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 One Million Five Hundred Thousand (1,500,000). Such shares shall be of a single class and shall have a par value of Five Dollars (\$5.00) per share. The corporation shall begin business with at least Two Million Five Hundred Thousand Dollars (\$2,500,000.00) in paid-in common capital stock to be divided into Five Hundred Thousand (500,000) shares. The amount of surplus with which the corporation will begin business will be not less than One Million Dollars (\$1,000,000.00) and the amount of undivided profits, not less than One Million Five Hundred Thousand Dollars (\$1,500,000.00) all of which (capital stock, surplus, and undivided profits) shall be paid in cash.

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the subscription price offered to the general public, a pro rata portion of any stock of any class that the corporation may issue or sell.

### **ARTICLE IV**


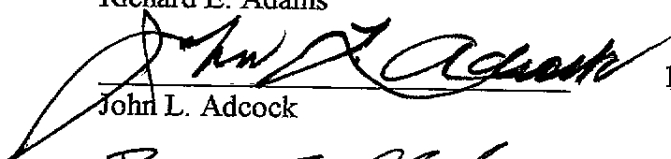
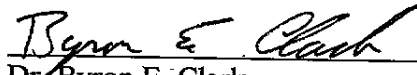
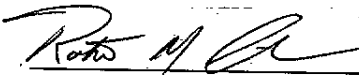


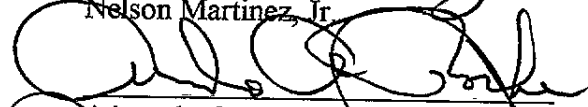
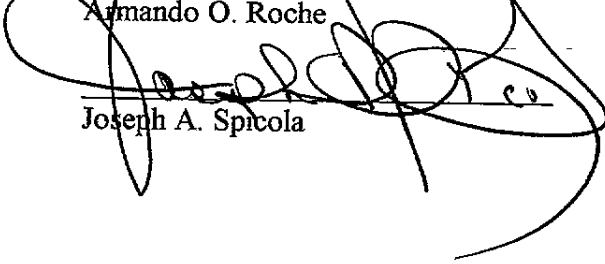
The term for which said corporation shall be perpetual unless terminated pursuant to the Florida Financial Institutions Code.

## 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:

NAME	STREET ADDRESS
Richard E. Adams	3615 Little Road, Lutz, Fl 33549
John L. Adcock	16104 Sonsoles De Avila, Tampa, Fl 33613
Dr. Byron E. Clark	4242 Golf Club Lane, Tampa, Fl 33624
Robert M. Clarke	6304 Running River Place, Temple Terrace, Fl 33617
Juan Illas	13618 Lytton Way, Tampa, Fl 33624
Nelson Martinez, Jr.	3904 Floyd Road, Tampa, Fl 33624
Armando O. Roche	12130 Fort King Hwy., Thonotosassa, Fl 33592
Joseph A. Spicola	11708 Casey Road, Tampa, Fl 33624

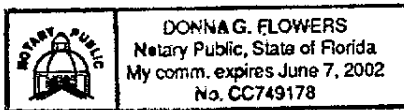
In witness of the foregoing, the undersigned director(s) have executed these Articles of  
Incorporation this 16<sup>th</sup> day of December, 1998.

NAME	STREET ADDRESS
 Richard E. Adams	3615 Little Road, Lutz, Fl 33549
 John L. Adcock	16104 Sonsoles De Avila, Tampa, Fl 33613
 Dr. Byron E. Clark	4242 Golf Club Lane, Tampa, Fl 33624
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 Joseph A. Spicola	11708 Casey Road, Tampa, Fl 33624

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 16<sup>th</sup> day of December, 1998, by Richard E. Adams, John L. Adcock, Dr. Byron E. Clark, Robert M. Clarke, Juan Illas, Nelson Martinez, Jr., Armando O. Roche and Joseph A Spicola who are personally known to me and who did not take an oath.



Donna G. Flowers  
Notary Public - State of Florida at Large  
My Commission Expires:

Approved by the Department of Banking and finance this 23<sup>RD</sup> day of December, 1998.

Tallahassee, Florida

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

FILED  
99 APR 20 AM 8:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA