

P99000049937

LAW OFFICES

NELSON MULLINS RILEY & SCARBOROUGH, L.L.P.

A REGISTERED LIMITED LIABILITY PARTNERSHIP

K. COLLINS RACKLEY

PARALEGAL

(404) 817-6271

INTERNET ADDRESS: KCR@NMRS.COM

999 PEACHTREE STREET, N.E.

FIRST UNION PLAZA

SUITE 1400

ATLANTA, GEORGIA 30309

TELEPHONE (404) 817-6000

FACSIMILE (404) 817-6050

WWW.NMRS.COM

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MUNICH, GERMANY

May 18, 1999

Via Federal Express

Florida Department of State

Division of Corporations

409 East Gaines Street

Tallahassee, Florida 32399-0250

Re: **Lehigh Acres First National Bancshares, Inc.**

*****77.00 *****77.00

05/19/99--01046--009

Ladies and Gentlemen:

I am enclosing the following for filing in your office for Lehigh Acres First National Bancshares, Inc.:

- Two sets of the Articles of Incorporation and Designation of Registered Agent (one originally executed and one copy); and
- One firm check for \$70.00 to cover the cost of the filing fee payable to the Florida Secretary of State.

Please arrange for this request to be completed within 2 or 3 business days with evidence of such filing being returned to my attention in the enclosed self addressed stamped envelope. Should you have any questions regarding this request, please contact me at the number listed above.

Very truly yours,

K. Collins Rackley

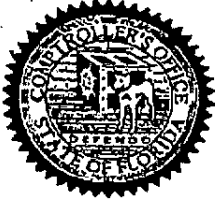
K. Collins Rackley
Paralegal

Enclosures

cc: Neil E. Grayson, Esq.

FILED
99 MAY 19 AM 11:04
SECRETARY OF STATE
TALLAHASSEE FLORIDA

B. BROCK JUN 3 1999



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

OFFICE OF THE COMPTROLLER
DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA
TALLAHASSEE
32399-0350

June 1, 1999

J. Brennan Ryan
Law Offices
Nelson Mullins Riley & Scarborough, L.L.P.
999 Peachtree Street, NE
First Union Plaza
Suite 1400
Atlanta, Georgia 30309

Dear Mr. Ryan:

Re: "Lehigh Acres First National Bancshares, Inc."

Reference is made to your letter/fax requesting approval of the above-referenced corporate name which will be a bank holding company for proposed Lehigh Acres First National Bank, Lehigh Acres, Florida.

As Section 655.922(2)(a), Florida Statutes, exempts a financial institution, holding company or its subsidiaries from the prohibition against using the word "bank", "banker", "banking", "trust company", "savings and loan association", "savings bank", or "credit union" in its corporate name, the Division of Banking will not object to the use of the above corporate name being registered as a foreign corporation/fictitious name to transact business in the state of Florida.

Sincerely,

Art Simon / Ye

Art Simon
Director
Division of Banking
101 E. Gaines Street
Fletcher Bldg.-6th Floor
Tallahassee, FL 32399-0350
(850) 410-9111

:kr

cc: Karon Beyer, Chief
Bureau of Corporate Records
Secretary of State's Office



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 24, 1999

NELSON MULLINS RILEY & SCARBOROUGH, L.L.P.
999 PEACHTREE STREET, N.E.
SUITE 1400
ATLANTA, GA 30309

SUBJECT: LEHIGH ACRES FIRST NATIONAL BANCSHARES, INC.
Ref. Number: W99000012018

We have received your document for LEHIGH ACRES FIRST NATIONAL BANCSHARES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Written approval and clearance of the terms BANK, BANKER, BANC, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION must be obtained from the Division of Banking and Finance, pursuant to section 655.922(2a), Florida Statutes. The address is:

Division of Banking
Director's Office
101 E. Gaines St.
Fletcher Bldg., 6th Floor.
Tallahassee, FL 32399-0350
(850) 488-1111.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6925.

Barbara Brock
Document Specialist

Letter Number: 799A00028436

ARTICLES OF INCORPORATION
OF
LEHIGH ACRES FIRST NATIONAL BANCSHARES, INC.

FILED
99 MAY 19 AM 11:04
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE ONE
NAME

The name of the corporation is Lehigh Acres First National Bancshares, Inc. (the "Corporation"). The street address of the initial principal office of the Corporation is 1300 Homestead Road, Lehigh Acres, Florida 33936.

ARTICLE TWO
ADDRESS AND REGISTERED AGENT

The street address of the initial registered office of the Corporation shall be 1300 Homestead Road, Lehigh Acres, (Lee County), Florida 33936. The name of the Corporation's initial registered agent at such address shall be Lloyd J. Weber.

ARTICLE THREE
CAPITALIZATION

The Corporation shall have the authority, exercisable by its board of directors (the "Board of Directors"), to issue up to 10,000,000 shares of voting common stock, par value \$.01 per share, and up to 10,000,000 shares of preferred stock, par value \$.01 per share. The board of directors shall have the authority to specify the preferences, limitations, and relative rights of each class of preferred stock.

ARTICLE FOUR
PREEMPTIVE RIGHTS

The shareholders shall not have any preemptive rights to acquire additional stock in the Corporation.

ARTICLE FIVE
NO CUMULATIVE VOTING RIGHTS

The Corporation elects not to have cumulative voting, and no shares issued by this Corporation may be cumulatively voted for directors of the Corporation (or for any other decision).

ARTICLE SIX
LIMITATION ON DIRECTOR LIABILITY

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for breach of the duty of care or any other duty as a director, except that such liability shall not be eliminated for:

- (i) a violation of the criminal law, unless the director had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful;
- (ii) a transaction from which the director derived an improper personal benefit;
- (iii) liability imposed under Section 607.0834 (or any successor provision or redesignation thereof) of the Florida Business Corporation Act (the "Act"); or
- (iv) willful misconduct or a conscious disregard for the best interests of the Corporation in a proceeding by or in the right of the Corporation to procure a judgment in its favor or in a proceeding by or in the right of a shareholder.

If at any time the Act shall have been amended to authorize the further elimination or limitation of the liability of a director, then the liability of each director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act, as so amended, without further action by the shareholders, unless the provisions of the Act, as amended, require further action by the shareholders.

Any repeal or modification of the foregoing provisions of this Article Six shall not adversely affect the elimination or limitation of liability or alleged liability pursuant hereto of any director of the Corporation for or with respect to any alleged act or omission of the director occurring prior to such a repeal or modification.

ARTICLE SEVEN
CONTROL SHARE ACQUISITIONS

The provisions of 607.0902 of the Act shall not apply to control share acquisitions of shares of the Corporation.

ARTICLE EIGHT
CONSIDERATION OF OTHER CONSTITUENCIES

In discharging the duties of their respective positions and in determining what is in the best interests of the Corporation, the Board of Directors, committees of the Board of Directors, and individual directors, in addition to considering the effects of any actions on the Corporation and its shareholders, may consider the interests of the employees, customers, suppliers, creditors, and

other constituencies of the Corporation and its subsidiaries, the communities and geographical areas in which the Corporation and its subsidiaries operate or are located, and all other factors such directors consider pertinent. This provision solely grants discretionary authority to the directors and shall not be deemed to provide to any other constituency any right to be considered.

ARTICLE NINE

SPECIAL MEETING OF THE SHAREHOLDERS

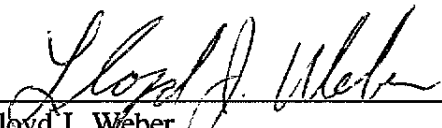
The Corporation shall, if and to the extent that it is required by applicable law, hold a special meeting of shareholders if the holders of at least 50% of all the votes entitled to be cast on any issue proposed to be considered at such special meeting sign, date and deliver to the secretary of the Corporation one or more written demands for the meeting. Such written demands shall be delivered to the secretary by certified mail, return receipt requested. Such written demands sent to the secretary of the Corporation shall set forth as to each matter the shareholder or shareholders propose to be presented at the special meeting (i) a description of the purpose or purposes for which the meeting is to be held (including the specific proposal(s) to be presented); (ii) the name and record address of the shareholder or shareholders proposing such business; (iii) the class and number of shares of the Corporation that are owned of record by the shareholder or shareholders as of a date within ten days of the delivery of the demand; (iv) the class and number of shares of the Corporation that are held beneficially, but not held of record, by the shareholder or shareholders as of a date within ten days of the delivery of the demand; and (v) any interest of the shareholder or shareholders in such business. Any such special shareholders' meeting shall be held at a location designated by the Board of Directors. The Board of Directors may set such rules for any such meeting as it may deem appropriate, including when the meeting will be held (subject to any requirements of the Act), the agenda for the meeting (which may include any proposals made by the Board of Directors), restrictions on who may attend the meeting in addition to shareholders of record, and other such matters.

ARTICLE TEN

NAME AND ADDRESS OF THE SOLE INCORPORATOR

The sole incorporator is Lloyd J. Weber, whose address is c/o AIM Engineering & Surveying, Inc., 5300 Lee Boulevard, Lehigh Acres, Florida 33971.


IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as of the date indicated below.



Lloyd J. Weber
Sole Incorporator

Date: May 12, 1999

Lloyd J. Weber is familiar with and accepts the obligations to act as the designated registered agent for Lehigh Acres First National Bancshares, Inc. as provided for in Section 607.0505 of the Florida Statutes.

By: 
Lloyd J. Weber

Dated: May 12, 1999

FILED
99 MAY 19 AM 11:03
SECRETARY OF STATE
TALLAHASSEE FLORIDA