

# P990000599/5



**Inter-Office  
Communication**

**Comptroller of Florida  
Division of Banking**

**DATE:** July 1, 1999

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

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

**SUBJECT:** First Florida Bank (Proposed New Bank)

Please file the attached "Articles of Incorporation" (original and 5 copies) for the above-referenced institutions, using today's date as the effective date.

Please make the following distribution of certified copies:

- ✓(1) One copy to: Division of Banking  
Mail Code 4400
- ✓(2) One copy to: Federal Deposit Insurance Corporation  
Suite 1600, One Atlantic Center  
1201 West Peachtree Street, Northeast  
Atlanta, Georgia 30309-3449
- ✓(3) One copy to: Federal Reserve Bank of Atlanta  
104 Marietta Street, Northwest  
Post Office Box 1731  
Atlanta, Georgia 30303-1731
- (4) Two copies to: Judith E. McCaffrey, Esquire  
McCaffrey & Raimi, P.A.  
5811 Pelican Bay Boulevard  
Suite 206-A  
Naples, Florida 34108

000002921870--8  
-07/02/99--01002--002  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Also attached is a \$78.75 check which represents payment of the applicable fees. If there is an underpayment, please contact Judith McCaffrey at (941)514-2800. If there is an overpayment, please issue a refund to Banking Corporation of Florida and send it in care of Ms. McCaffrey.

If you have any questions, please call me at 410-9527.

JAP:bms

Attachment

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

**FILED**  
99 JUL -1 PM 12:07  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

2 1999

**ARTICLES OF INCORPORATION  
OF  
FIRST FLORIDA BANK**

**FILED**  
99 JUL -1 PM 12: 07  
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**

The name of the corporation shall be First Florida Bank and its initial place of business shall be at 8850 Tamiami Trail North, in the City of Naples, in the County of Collier and the State of Florida.

**ARTICLE II**

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**

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 \$5.00 per share. The corporation shall begin business with at least \$3,000,000 in paid-in common capital stock to be divided into 600,000 shares. The amount of surplus with which the corporation will begin business will be not less than \$1,500,000 and the amount of undivided profits will be not less than \$1,120,170, all of which (capital stock, surplus, and undivided profits) shall be paid in cash.

#### ARTICLE IV

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

#### 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
<u>Lowell C. Anderson</u>	<u>1775 South Lexington Court, #12, Lilydale, MN 55118</u>
<u>Christopher A. Braun</u>	<u>197 Silverado Drive, Naples, FL 34119</u>
<u>Richard J. Censits</u>	<u>688 Annemore Lane, Naples, FL 34108</u>
<u>William J. Flood</u>	<u>9 Seneca Trail, Conyngham, PA 18219</u>
<u>Kenneth D. Goodman</u>	<u>6622 Newhaven Circle, Naples, FL 34109</u>
<u>John W. Hoyt</u>	<u>7425 Pelican Bay Boulevard, #2006, Naples, FL 34108</u>
<u>Robert O. Smedley, Jr.</u>	<u>3115 La Costs Circle, #103, Naples, FL 34108</u>
<u>Ralph Strangis</u>	<u>100 Second Street, S.E., # 1201, Minneapolis, MN 55414</u>
<u>George H. Werner</u>	<u>712 Heathery Lane, Naples, FL 34108</u>

In witness of the foregoing, the undersigned director(s) have executed these Articles of

Incorporation this 14<sup>th</sup> day of June, A.D. 1999.

NAME

STREET ADDRESS

Lewell C. Anderson

1775 South Lexington Court, #12, Lilydale, MN 55118

Lewell C. Anderson

Christopher A. Braun

197 Silverado Drive, Naples, FL 34119

Christopher A. Braun

Richard J. Censits

688 Annemore Lane, Naples, FL 34108

Richard J. Censits

William J. Flood

9 Seneca Trail, Conyngham, PA 18219

William J. Flood

Kenneth D. Goodman

6622 Newhaven Circle, Naples, FL 34109

Kenneth D. Goodman

John W. Hoyt

7425 Pelican Bay Boulevard, #2006, Naples, FL 34108

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Robert O. Smedley, Jr.

3115 La Costa Circle, #103, Naples, FL 34108

Robert O. Smedley, Jr.

Ralph Strangis

100 Second Street, S.E., # 1201, Minneapolis, MN 55414

Ralph Strangis

George H. Werner

712 Heatherly Lane, Naples, FL 34108

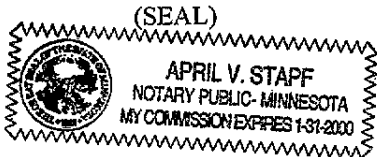
George H. Werner

STATE OF MINNESOTA

COUNTY OF Hennepin

The foregoing instrument was acknowledged before me this 9<sup>th</sup> day of

June, 19 99, by Lowell C. Anderson, who is personally known to me or who has produced  
as identification and who did/did not take an oath.

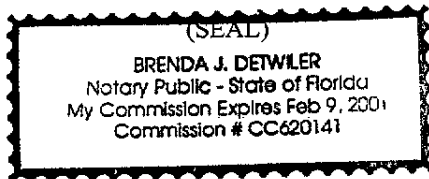


April V. Staff  
Notary Public - State of Minnesota  
My Commission Expires: 1/31/2000

STATE OF FLORIDA  
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 10<sup>th</sup> day of

June, 19 99, by Christopher A. Braun, who is personally known to me or who has produced  
as identification and who did/did not take an oath.

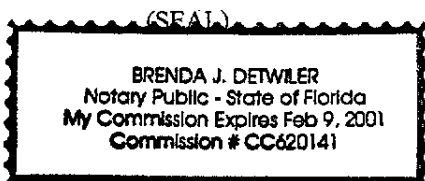


Brenda J. Detwiler  
Notary Public - State of Florida at Large  
My Commission Expires: 2/9/2001

STATE OF FLORIDA  
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 14<sup>th</sup> day of

June, 19 99, by Richard J. Censits, who is personally known to me or who has produced  
as identification and who did/did not take an oath.



Brenda J. Detwiler  
Notary Public - State of Florida at Large  
My Commission Expires: 2/9/2001

STATE OF PENNSYLVANIA )  
COUNTY OF LUZERNE )

The foregoing instrument was acknowledged before me this 7TH day of  
JUNE, 19 99, by William J. Flood, who is personally known to me ~~XXXXXX~~  
as identification and who did/did not take an oath.

(SEAL)

*James J. Marinko*  
Notary Public  
My Commission Expires:

Notarial Seal  
James J. Marinko, Notary Public  
Butler Twp., Luzerne County  
My Commission Expires Mar. 13, 2003  
Member, Pennsylvania Association of Notaries

STATE OF FLORIDA )  
COUNTY OF COLLIER )

The foregoing instrument was acknowledged before me this 8 day of  
June, 19 99, by Kenneth D. Goodman, who is personally known to me or who has produced  
as identification and who did/did not take an oath.

(SEAL)

*Donna A. Wood*  
Notary Public - State of Florida at Large  
My Commission Expires:

DONNA A. WOOD  
COMMISSION # CC 678017  
EXPIRES OCT 17, 2001  
BONDED THRU  
ATLANTIC BONDING CO., INC.

STATE OF FLORIDA )  
COUNTY OF COLLIER )

The foregoing instrument was acknowledged before me this 4<sup>th</sup> day of  
June, 19 99, by John W. Hoyt, who is personally known to me or who has produced  
as identification and who did/did not take an oath.

(SEAL)  
BONNIE S. FOSTER  
My Comm Exp. 6/20/2003  
No. CC 822220  
☒ Personally Known ☐ Other I.D.

*Bonnie S. Foster*  
Notary Public - State of Florida at Large  
My Commission Expires: 6/20/2003

STATE OF FLORIDA )  
COUNTY OF COLLIER )

The foregoing instrument was acknowledged before me this 4<sup>th</sup> day of

June, 19 99, by Robert O. Smedley, Jr., who is personally known to me or who has produced  
\_\_\_\_\_ as identification and who did/did not take an oath.

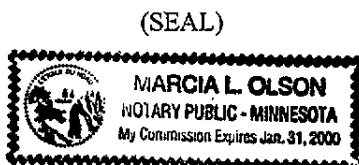


Bonnie S. Raster  
Notary Public - State of Florida at Large  
My Commission Expires: 6/20/2003

MINNESOTA  
STATE OF MINNEAPOLIS )  
COUNTY OF HENNEPIN )

The foregoing instrument was acknowledged before me this 9<sup>th</sup> day of

June, 19 99, by Ralph Strangis, who is personally known to me or who has produced  
\_\_\_\_\_ as identification and who did/did not take an oath.

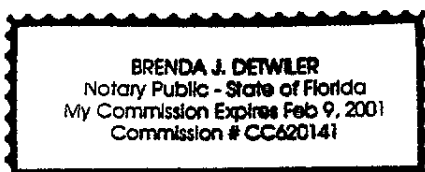


Marcia L. Olson  
Notary Public - State of Minnesota  
My Commission Expires:

STATE OF FLORIDA )  
COUNTY OF COLLIER )

The foregoing instrument was acknowledged before me this 8<sup>th</sup> day of

June, 19 99, by George H. Werner, who is personally known to me or who has produced  
\_\_\_\_\_ as identification and who did/did not take an oath.

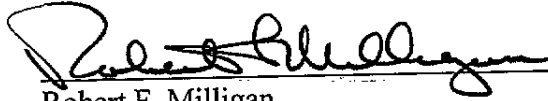


Brenda J. Detwiler  
Notary Public - State of Florida at Large  
My Commission Expires: 2/9/2001

Approved by the Department of Banking and Finance this 30 day of

June, 1999.

Tallahassee, Florida



Robert F. Milligan

Comptroller of the State of Florida and Head  
of the Department of Banking and Finance

**FILED**  
99 JUL -1 PM 12:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA