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Inter-Office
Communication

Comptroller of Florida
Division of Banking

DATE: September 24, 1999

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

FROM: Bruce Ricca, Licensing and Chartering

SUBJ: **BAY CITIES BANK**
Tampa, Hillsborough County
(Approved New Bank)

FILED
1999 SEP 24 AM 9:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 **32399**
- (2) One copy to: Mr. A. George Igler
Igler & Dougherty
1501 Park Avenue East
Tallahassee, Florida 32301
- (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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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

ARTICLES OF INCORPORATION
OF
BAY CITIES BANK

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator for the purpose of forming a corporation under and by virtue of the Laws of the State of Florida, adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be Bay Cities Bank ("Corporation") and its initial place of business shall be at Austin Center West, Tower II, 1408 North Westshore Boulevard, Suite 502, Tampa, in the City of Tampa, in the County of Hillsborough and State of Florida.

33622

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 1,500,000. 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 \$3,015,000 in paid-in common capital stock to be divided into 603,000 shares. The amount of surplus with which the Corporation will begin business will be not less than \$2,713,000 and the amount of undivided profits, not less than \$302,000 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.

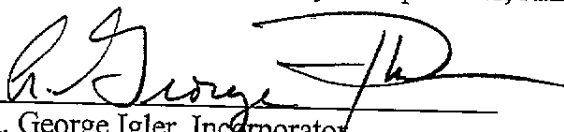
ARTICLE V

The number of directors shall not be fewer than eight (8). A majority of the full board of directors may, at any time during the year following the annual meeting of shareholders, 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:

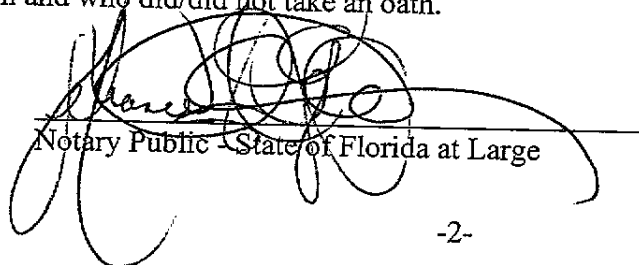
<u>Name</u>	<u>Street Address</u>
Monroe E. Berkman	3401 S. Beach Drive Tampa, FL 33629
John C. Bierley	5414 Lykes Lane Tampa, FL 33611
Troy A. Brown, Jr.	1013 Skokie Street Tampa, FL 33629
Lawrence H. Dimmitt, III	10005 Victoria Drive Dunedin, FL 34698
Timothy A. McGuire	4801 W. Dryad Street Tampa, FL 33629
Eric M. Newman	401 Royal Poinciana Drive Tampa, FL 33609
Chris Peifer	16308 Villareal Drive Avila Tampa, FL 33613
A. Bronson Thayer	12183 Ft. King Highway Thonotosassa, FL 33592

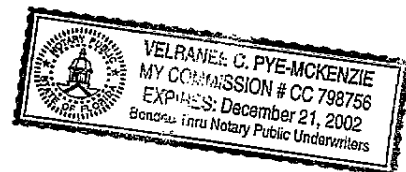
In witness of the foregoing, the undersigned incorporator has executed these Articles of Incorporation this 22nd day of September, A.D. 1999.


A. George Igler, Incorporator

STATE OF FLORIDA)
)
COUNTY OF HILLSBOROUGH)

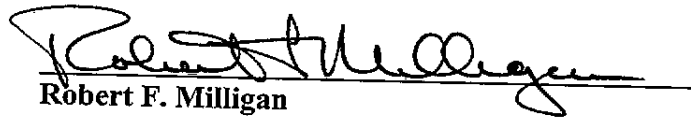
The foregoing instrument was acknowledged before me this 22nd day of September, 1999, by **A. George Igler** who is personally known to me or who has produced _____ as identification and who did/did not take an oath.


Notary Public - State of Florida at Large



Approved by the Department of Banking and Financing this 23RD day
of September, 1999.

Tallahassee, Florida

A handwritten signature in black ink, appearing to read "Robert F. Milligan", written over a horizontal line.

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