

P99000 110234

Inter-Office
Communication

Comptroller of Florida
Division of Banking

DATE: December 21, 1999

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

FROM: Bruce Ricca, Licensing and Chartering

SUBJ: **LANDMARK BANK OF FLORIDA**
Sarasota, Sarasota 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. Charles L. Stutts
Holland & Knight
Post Office Box 1288
Tampa, Florida 33601-1288
- (3) One Copy to: Ms. Ashley S. Birnbaum
Federal Reserve Bank of Atlanta
104 Marietta Street, N.W.
Post Office Box 1731
Atlanta, Georgia 30303-1731

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-12/22/99--01001--006
*****61.25 *****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

FILED
99 DEC 21 PM 2:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DEC 22 1999

**ARTICLES OF INCORPORATION
OF
LANDMARK BANK OF FLORIDA**

FILED
99 DEC 21 PM 2:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators for the purpose of forming LandMark Bank of Florida 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 LandMark Bank of Florida and its initial place of business shall be at 3939 McIntosh Road in the County of Sarasota and 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 of 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 10,000,000. 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 \$3,250,000 paid-in common capital stock to be divided into 650,000 shares. The amount of surplus with which the corporation shall begin business will be not less than \$2,250,000 and the amount of undivided profits, not less than \$573,768, 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 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 addresses of the first directors of the corporation are:

<u>Name</u>	<u>Street</u>
Thomas G. Dabney	4600 Camino Real, Sarasota, FL 34321
Chris A. Peifer	16308 Villareal de Avila, Tampa, FL 33613
Gerald L. Pennington	285 Sugar Mill Drive, Osprey, FL 34229
John M. Steele	1828 Roland Street, Sarasota, FL
T. Raymond Suplee	1741 Seminole Drive, Sarasota, FL 34236
Isaac Willis	1141 Regency Road N.W. Atlanta, GA 30327
Lee K. Waring III	4908 Sabal Lake Circle, Sarasota, FL 34238

In witness of the foregoing, the undersigned incorporators have executed these Articles of Incorporation this 9th day of November, 1999.

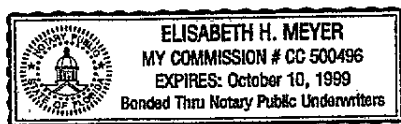
Thomas G. Dabney II
Thomas G. Dabney II

ACKNOWLEDGMENT

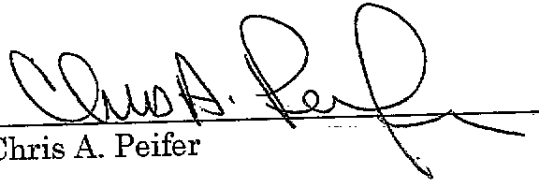
STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 4th day of OCTOBER, 1999, by Thomas G. Dabney II, who is personally known to me or has produced _____ as identification.

(SEAL)



Elisabeth H. Meyer
Notary Public-State of Florida
Commission Number: CC 500496


Chris A. Peifer

ACKNOWLEDGMENT

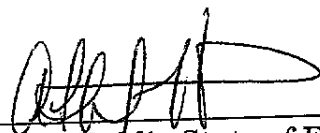
STATE OF Florida
COUNTY OF Hillsborough


The foregoing instrument was acknowledged before me this 7 day of October, 1999, 1999, by Chris A. Peifer, who is personally known to me or has produced FL. DRIVERS # as identification.

(SEAL)



Annie L. Middleton
MY COMMISSION # CC695333 EXPIRES
November 11, 2001
BONDED THRU TROY FAIN INSURANCE, INC.


Notary Public-State of Florida,
Commission Number: 11/11/01

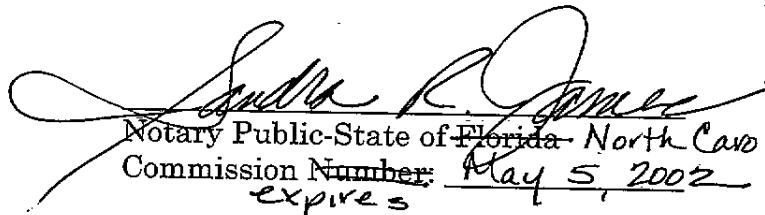

Gerald A. Pennington

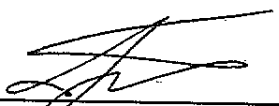
ACKNOWLEDGMENT

STATE OF North Carolina
COUNTY OF Macon

The foregoing instrument was acknowledged before me this 11th day of October, 1999, by Gerald A. Pennington, who is personally known to me or has produced _____ as identification.




Notary Public-State of ~~Florida~~ North Carolina
Commission Number: May 5, 2002
expires



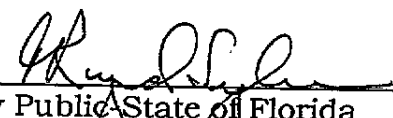
John M. Steele

ACKNOWLEDGMENT

STATE OF Florida
COUNTY OF Seaside

The foregoing instrument was acknowledged before me this 11 day of October, 99, by John M. Steele, who is personally known to me ~~or has~~ produced _____ as identification.

NOTARY PUBLIC - STATE OF FLORIDA
T. RAYMOND SUPLEE
COMMISSION # CC005888
EXPIRES 3/1/2003
BONDED THRU ASA 1-888-NOTARY1



Notary Public State of Florida
Commission Number: _____

NOTARY PUBLIC - STATE OF FLORIDA
T. RAYMOND SUPLEE
COMMISSION # CC005888
EXPIRES 3/1/2003
BONDED THRU ASA 1-888-NOTARY1

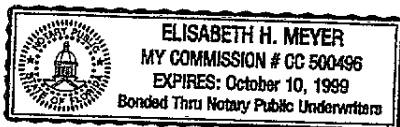
T. Raymond Suplee
T. Raymond Suplee

ACKNOWLEDGMENT

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 4th day of OCTOBER, 1999, by T. Raymond Suplee, who is personally known to me or has produced _____ as identification.

(SEAL)



Elisabeth H. Meyer
Notary Public-State of Florida
Commission Number: CC 500496

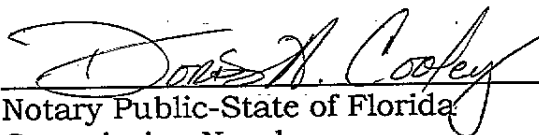

Isaac Willis

ACKNOWLEDGMENT

STATE OF Georgia
COUNTY OF Fulton

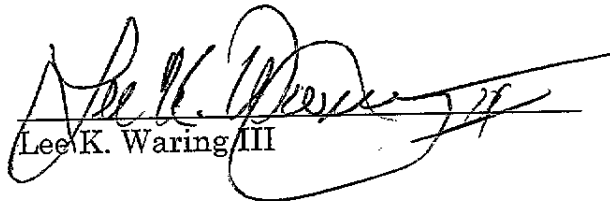
The foregoing instrument was acknowledged before me this 09 day of November, 99, by Isaac Willis, who is personally known to me or has produced _____ as identification.

(SEAL)


Notary Public-State of Florida
Commission Number: _____

Notary Public, Clayton County, Georgia
My Commission Expires Jan. 28, 2003




Lee K. Waring III

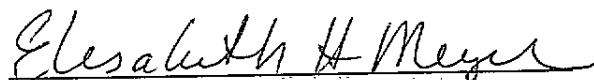
ACKNOWLEDGMENT

STATE OF FLORIDA
COUNTY OF SARASOTA

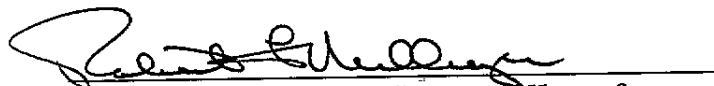
The foregoing instrument was acknowledged before me this 4th day of OCTOBER, 1999, by Lee K. Waring III, who is personally known to me or has produced _____ as identification.

(SEAL)




Notary Public-State of Florida
Commission Number: CC 500496

Approved by the Department of Banking and Finance this 20TH day of December, 1999.


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

TPA1 #972458 v2

FILED
99 DEC 21 PM 2:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA