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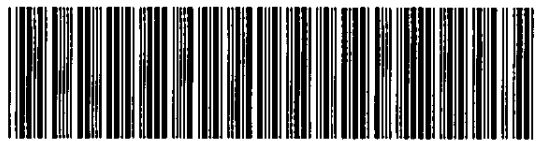
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OFFICE OF FINANCIAL REGULATION

ALEX HAGER
ACTING COMMISSIONER

April 9, 2009

FINANCIAL SERVICES
COMMISSION

CHARLIE CRIST
GOVERNOR

ALEX SINK
CHIEF FINANCIAL OFFICER

BILL MCCOLLUM
ATTORNEY GENERAL

CHARLES BRONSON
COMMISSIONER OF
AGRICULTURE

VIA INTEROFFICE MAIL

Ms. Susan Payne
Senior Section Administrator
Amendment Section
Florida Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314-6327

Dear Ms. Payne:

Please file the enclosed restated articles of incorporation of Community Bank of Manatee, Lakewood Ranch (Bradenton), Florida, at your earliest convenience. The distribution of the certified copies should be made as follows:

- (1) Return one copy to: Division of Financial Institutions
Office of Financial Regulation
200 East Gaines Street
Tallahassee, Florida 32399-0371
- (2) Mail one copy to: John P. Greeley, Esq.
Smith Mackinnon, PA
Post Office Box 2254
Orlando, Florida 32802-2254

Also enclosed is a check for \$52.50 representing the filing and certified copy fees. If you have any questions, please do not hesitate to contact me.

Sincerely,

William A. Lott
Senior Management Analyst II
Bureau of Bank Regulation

WAL:lbl

Enclosures (4)

RECEIVED
2009 APR 13 AM 8:00
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TALLAHASSEE, FLORIDA

RESTATED
ARTICLES OF INCORPORATION
OF
COMMUNITY BANK OF MANATEE

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Community Bank of Manatee, whose original Articles of Incorporation were filed by the Florida Department of State on May 26, 1995, and subsequently amended, does hereby file the following Restated Articles of Incorporation pursuant to Section 607.1007, of the Florida Business Corporation Act (the "Act").

ARTICLE I

Name

The name of the Bank is Community Bank of Manatee

ARTICLE II

Duration

The Bank shall exist perpetually, commencing May 26, 1995.

ARTICLE III

Purpose

The general nature of the business to be transacted by this Bank 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 IV

Capital Stock

A. Classes of Stock. The Bank is authorized to issue classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares of all classes of capital stock which the Bank shall have the authority to issue is 8,330,000 shares. 4,330,000 shares, par value \$2.00 per share, shall be Common Stock. 4,000,000 shares, par value to be assigned according to classes, shall be Preferred Stock. The shares may be issued

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CASHIER'S OFFICE

from time to time as authorized by the Board of Directors of the Bank without the approval of the shareholders except as otherwise provided herein or to the extent that such approval is required by law.

B. Common Stock. The Common Stock shall have the following rights, preferences, privileges and restrictions:

Section 1. Voting Rights. The holders of Common Stock shall have unlimited voting rights except as otherwise provided by law. The holders of Common Stock shall have the right to one vote for each share of Common Stock, shall be entitled to notice of any shareholders' meetings in accordance with the bylaws of this Bank, and shall be entitled to vote in such manner as provided by law.

Section 2. Dividend Rights. Subject to the rights of holders of Preferred Stock and all other classes of stock at the time outstanding having prior rights as to dividends, the holders of Common Stock shall be entitled to receive, when and as declared by the Board of Directors, out of any assets of this Bank legally available therefor, such dividends as may be declared from time to time by the Board of Directors.

Section 3. Liquidation Rights. Subject to the rights of holders of Preferred Stock and all other classes of stock at the time outstanding having a preference in the distribution of assets of the Bank, upon the liquidation, dissolution or winding up thereof, either voluntarily or involuntarily, holders of the Common Stock shall be entitled to receive the distribution of all remaining assets of the Bank pro rata according to the number of shares of Common Stock held by each.

Section 4. Redemption. The Common Stock may not be redeemed except as authorized by law.

C. Preferred Stock. The Preferred Stock authorized by these Articles of Amendment may be issued from time to time in one or more classes. The Board of Directors is hereby authorized to fix or alter the rights, preferences, assigned values, privileges, and restrictions granted to or imposed upon each class of Preferred Stock, and the number of shares constituting any such class and the designation thereof, or of any of them. Subject to compliance with applicable protective voting rights which have been or may be granted to the Preferred Stock or any class thereof in these Restated Articles of Incorporation as the same may be amended from time to time ("Protective Provisions"), but notwithstanding any other rights of the Preferred Stock or any class thereof; the rights, privileges, preferences and restrictions of any such class may be subordinated to, *pari passu* with (including, without limitation, inclusion in provisions with respect to liquidation and acquisition preferences, redemption and/or approval of matters by vote or written consent), or senior to any of those of any present or future class or classes of Preferred Stock or Common Stock. Subject to

compliance with applicable Protective Provisions, the Board of Directors is also authorized to increase or decrease the number of shares of any class, prior or subsequent to the issue of that class, but not below the number of shares of such class then outstanding. In case the number of shares of any class shall be so decreased, the shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of each class. The Board of Directors shall have the right and authority to authorize the issuance by the Bank of a class of Preferred Stock pursuant to the United States Department of the Treasury's Troubled Asset Relief Program Capital Purchase Program (the "TARP"), which such shares shall have such rights, preferences and terms as shall be determined by the Board of Directors in order to comply with the TARP (the "TARP Preferred Shares"). The issuance of any TARP Preferred Shares shall be subject to the approval of the holders of Class A Non-Cumulative Perpetual Preferred Stock, the holders of Class B Non-Cumulative Perpetual Preferred Stock, the holders of Class C Non-Cumulative Perpetual Preferred Stock, and the holders of Class D Non-Cumulative Perpetual Preferred Stock, each such class voting separately as a class with a quorum for each such class to consist of the majority of the votes entitled to be cast on the matter and, if a quorum exists, such action shall be approved if the votes cast within such class favoring approval exceed the votes cast opposing the action.

Section 1. Class A Non-Cumulative Perpetual Preferred Stock. There shall be a class of Preferred Stock designated as the Class A Non-Cumulative Perpetual Preferred Stock. The Class A Non-Cumulative Perpetual Preferred Stock shall consist of 200,000 shares, par value \$11.00 per share. The Class A Non-Cumulative Perpetual Preferred Stock shall have the following rights, preferences, privileges and restrictions:

Subsection (a). Voting Rights. The holders of the Class A Non-Cumulative Perpetual Preferred Stock shall have limited voting rights, and shall be entitled to vote only upon any proposal for merger, acquisition of all of the capital stock of, or other business combination involving, the Bank, or any proposal to acquire in any manner a 25% or greater ownership interest in the assets or equity of the Bank. On those matters in which the holders of the Class A Non-Cumulative Perpetual Preferred Stock are entitled to vote, the holders shall have the right to one vote for each share of Class A Non-Cumulative Perpetual Preferred Stock, shall be entitled to receive notice of any shareholders' meeting held to act upon such matters in accordance with the bylaws of the Bank, and shall be entitled to vote in such manner as provided by law.

Subsection (b). Perpetual Term; Non-Redeemable. The shares of the Class A Non-Cumulative Perpetual Preferred Stock shall have no maturity date but shall be perpetual in term. The shares of the Class A Non-Cumulative Perpetual Preferred Stock may not be redeemed except as authorized by law.

Subsection (c). Dividends. The holders of the shares of the Class A Non-Cumulative Perpetual Preferred Stock shall be entitled to a preference in the distribution of dividends, when and as declared by the Board of Directors, and shall receive out of any assets of this Bank legally available therefor such dividends prior to the payment of any dividends to the holders of the Common Stock. The shares of the Class A Non-Cumulative Perpetual Preferred Stock shall be non-cumulative with respect to dividends, and the Bank shall have the right to waive the declaration or payment of dividends. Any dividends waived by the Bank shall not accumulate to future periods and shall not represent a contingent liability of the Bank.

Subsection (d). Liquidation Preference. Upon the liquidation, dissolution or winding up of the Bank, either voluntarily or involuntarily, the holders of the Class A Non-Cumulative Perpetual Preferred Stock shall be entitled to receive, prior and in preference to any distribution of any of the assets of this Bank to the holders of Common Stock, the distribution of the assets of the Bank equal in amount to \$11.00 for each share of the Class A Non-Cumulative Perpetual Preferred Stock (including any TARP Preferred Shares). If upon the occurrence of such event, the assets of the Bank shall be insufficient to permit the payment to such holders, and the holders of all other shares on a parity with the Class A Non-Cumulative Perpetual Preferred Stock, of the full preferential amounts payable to all such holders, then the holders of Class A Non-Cumulative Perpetual Preferred Stock and all other shares on a parity with the Class A Non-Cumulative Perpetual Preferred Stock, shall share ratably in any distribution of assets and funds of this Bank legally available for distribution in proportion to the full amounts to which they would otherwise be respectively entitled.

Subsection (e). Conversion. The shares of the Class A Non-Cumulative Perpetual Preferred Stock shall automatically be converted into shares of the Common Stock, at a conversion price of one share of Common Stock for one share of the Class A Non-Cumulative Perpetual Preferred Stock, immediately upon any merger, acquisition of all of the capital stock of, or other business combination involving, the Bank, or any acquisition of a 25% or greater ownership interest in the assets or equity of the Bank; provided, however, that such conversion shall be conditioned upon the closing of any such merger, acquisition or business combination transaction, and the person(s) entitled to receive the Common Stock upon conversion of the Class A Non-Cumulative Perpetual Preferred Stock shall be deemed to have converted such Class A Non-Cumulative Perpetual Preferred Stock immediately prior to the closing of such transaction. In the event the shares of the Class A Non-Cumulative Perpetual Preferred Stock shall be converted to Common Stock pursuant to

this Section 5 hereof, the shares so converted shall be cancelled and shall not be issuable by this Bank.

Subsection (f). Protective Provisions. So long as any shares of the Class A Non-Cumulative Perpetual Preferred Stock shall remain outstanding (and except for the issuance of the TARP Preferred Shares), the Bank shall not without first obtaining the approval (by vote or written consent, as provided by law) of the holders of the Class A Non-Cumulative Perpetual Preferred Stock:

- (i) alter or change the rights, preferences or privileges of the shares of Class A Non-Cumulative Perpetual Preferred Stock so as to adversely affect the shares; or
- (ii) increase or decrease (other than by conversion, as provided in Section 5 hereof) the total number of shares of the Class A NonCumulative Perpetual Preferred Stock.

Section 2. Class B Non-Cumulative Perpetual Preferred Stock. There shall be a class of Preferred Stock designated as the Class B Non-Cumulative Perpetual Preferred Stock. The Class B Non-Cumulative Perpetual Preferred Stock shall consist of 292,000 shares, par value \$12.50 per share. The Class B Non-Cumulative Perpetual Preferred Stock shall have the following rights, preferences, privileges and restrictions:

Subsection (a). Voting Rights. The holders of the Class B Non-Cumulative Perpetual Preferred Stock shall have limited voting rights, and shall be entitled to vote only upon any proposal for merger, acquisition of all of the capital stock of, or other business combination involving, the Bank, or any proposal to acquire in any manner a 25% or greater ownership interest in the assets or equity of the Bank. On those matters in which the holders of the Class B Non-Cumulative Perpetual Preferred Stock are entitled to vote, the holders shall have the right to one vote for each share of Class B Non-Cumulative Perpetual Preferred Stock, shall be entitled to receive notice of any shareholders' meeting held to act upon such matters in accordance with the bylaws of the Bank, and shall be entitled to vote in such manner as provided by law.

Subsection (b). Perpetual Term; Non-Redeemable. The shares of the Class B Non-Cumulative Perpetual Preferred Stock shall have no maturity date but shall be perpetual in term. The shares of the Class B Non-Cumulative Perpetual Preferred Stock may not be redeemed except as authorized by law.

Subsection (c). Dividends. The holders of the shares of the Class B Non-Cumulative Perpetual Preferred Stock shall be entitled to a preference in the distribution of dividends, when and as declared by the Board of Directors, and shall receive out of any assets of this Bank legally available therefor such dividends prior to the payment of any dividends to the holders of the Common Stock and *pari passu* to the receipt of dividends by any present or future class or class of Preferred Stock. The shares of the Class B Non-Cumulative Perpetual Preferred Stock shall be non-cumulative with respect to dividends, and the Bank shall have the right to waive the declaration or payment of dividends. Any dividends waived by the Bank shall not accumulate to future periods and shall not represent a contingent liability of the Bank.

Subsection (d). Liquidation Preference. Upon the liquidation, dissolution or winding up of the Bank, either voluntarily or involuntarily, the holders of the Class B Non-Cumulative Perpetual Preferred Stock shall be entitled to receive, prior and in preference to any distribution of any of the assets of this Bank to the holders of Common Stock, the distribution of the assets of the Bank equal in amount to \$12.50 for each share of the Class B Non-Cumulative Perpetual Preferred Stock; *provided, however*, that such liquidation preference to the holders of Class B Non-Cumulative Perpetual Preferred Stock shall be subordinated to the liquidation preference of the holders of the TARP Preferred Shares and the holders of Class A Non-Cumulative Perpetual Preferred Stock. If upon the occurrence of such event, the assets of the Bank shall be insufficient to permit the payment to such holders of the full aforesaid preferential amounts, then the entire assets and funds of this Bank legally available for distribution shall be distributed among the holders of the Class B Non-Cumulative Perpetual Preferred Stock pro rata according to the number of shares of the Class B Non-Cumulative Perpetual Preferred Stock held by each.

Subsection (e). Conversion. The shares of the Class B Non-Cumulative Perpetual Preferred Stock shall automatically be converted into shares of the Common Stock, at a conversion price of one share of Common Stock for one share of the Class B Non-Cumulative Perpetual Preferred Stock, immediately upon any merger, acquisition of all of the capital stock of, or other business combination involving, the Bank, or any acquisition of a 25% or greater ownership interest in the assets or equity of the Bank; *provided, however*, that such conversion shall be conditioned upon the closing of any such merger, acquisition or business combination transaction, and the person(s) entitled to receive the Common Stock upon conversion of the Class B Non-Cumulative Perpetual Preferred Stock shall be deemed to have converted such Class B Non-Cumulative Perpetual Preferred Stock immediately prior to the closing

of such transaction. In the event the shares of the Class B Non-Cumulative Perpetual Preferred Stock shall be converted to Common Stock pursuant to this Section 5 hereof, the shares so converted shall be cancelled and shall not be issuable by this Bank.

Subsection (f). Protective Provisions. So long as any shares of the Class B Non-Cumulative Perpetual Preferred Stock shall remain outstanding (and except for issuance of the TARP Preferred Shares), the Bank shall not without first obtaining the approval (by vote or written consent, as provided by law) of the holders of the Class B Non-Cumulative Perpetual Preferred Stock:

- (i) alter or change the rights, preferences or privileges of the shares of Class B Non-Cumulative Perpetual Preferred Stock so as to adversely affect the shares; or
- (ii) increase or decrease (other than by conversion, as provided in Section 5 hereof) the total number of shares of the Class B NonCumulative Perpetual Preferred Stock.

Section 3. Class C Non-Cumulative Perpetual Preferred Stock. There shall be a class of Preferred Stock designated as the Class C Non-Cumulative Perpetual Preferred Stock. The Class C Non-Cumulative Perpetual Preferred Stock shall consist of 350,000 shares, par value \$13.50 per share. The Class C Non-Cumulative Perpetual Preferred Stock shall have the following rights, preferences, privileges and restrictions:

Subsection (a). Voting Rights. The holders of the Class C Non-Cumulative Perpetual Preferred Stock shall have limited voting rights, and shall be entitled to vote only upon any proposal for merger, acquisition of all of the capital stock of, or other business combination involving, the Bank, or any proposal to acquire in any manner a 25% or greater ownership interest in the assets or equity of the Bank. On those matters in which the holders of the Class C Non-Cumulative Perpetual Preferred Stock are entitled to vote, the holders shall have the right to one vote for each share of Class C Non-Cumulative Perpetual Preferred Stock, shall be entitled to receive notice of any shareholders' meeting held to act upon such matters in accordance with the bylaws of the Bank, and shall be entitled to vote in such manner as provided by law.

Subsection (b). Perpetual Term; Non-Redeemable. The shares of the Class C Non-Cumulative Perpetual Preferred Stock shall have no maturity date but

shall be perpetual in term. The shares of the Class C Non-Cumulative Perpetual Preferred Stock may not be redeemed except as authorized by law.

Subsection (c). Dividends. The holders of the shares of the Class C Non-Cumulative Perpetual Preferred Stock shall be entitled to a preference in the distribution of dividends, when and as declared by the Board of Directors, and shall receive out of any assets of this Bank legally available therefor such dividends prior to the payment of any dividends to the holders of the Common Stock and *pari passu* to the receipt of dividends by any present or future class or class of Preferred Stock. The shares of the Class C Non-Cumulative Perpetual Preferred Stock shall be non-cumulative with respect to dividends, and the Bank shall have the right to waive the declaration or payment of dividends. Any dividends waived by the Bank shall not accumulate to future periods and shall not represent a contingent liability of the Bank.

Subsection (d). Liquidation Preference. Upon the liquidation, dissolution or winding up of the Bank, either voluntarily or involuntarily, the holders of the Class C Non-Cumulative Perpetual Preferred Stock shall be entitled to receive, prior and in preference to any distribution of any of the assets of this Bank to the holders of Common Stock, the distribution of the assets of the Bank equal in amount to \$13.50 for each share of the Class C Non-Cumulative Perpetual Preferred Stock; *provided, however,* that such liquidation preference to the holders of Class C Non-Cumulative Perpetual Preferred Stock shall be subordinated to the liquidation preference of the holders of the TARP Preferred Shares and the holders of Class A Non-Cumulative Perpetual Preferred Stock and Class B Non-Cumulative Perpetual Preferred Stock. If upon the occurrence of such event, the assets of the Bank shall be insufficient to permit the payment to such holders of the full aforesaid preferential amounts, then the entire assets and funds of this Bank legally available for distribution shall be distributed among the holders of the Class C Non-Cumulative Perpetual Preferred Stock pro rata according to the number of shares of the Class C Non-Cumulative Perpetual Preferred Stock held by each.

Subsection (e). Conversion. The shares of the Class C Non-Cumulative Perpetual Preferred Stock shall automatically be converted into shares of the Common Stock, at a conversion price of one share of Common Stock for one share of the Class C Non-Cumulative Perpetual Preferred Stock, immediately upon any merger, acquisition of all of the capital stock of, or other business combination involving, the Bank, or any acquisition of a 25% or greater ownership interest in the assets or equity of the Bank; *provided, however,* that such conversion shall be conditioned upon the closing of any such merger,

acquisition or business combination transaction, and the person(s) entitled to receive the Common Stock upon conversion of the Class C Non-Cumulative Perpetual Preferred Stock shall be deemed to have converted such Class C Non-Cumulative Perpetual Preferred Stock immediately prior to the closing of such transaction. In the event the shares of the Class C Non-Cumulative Perpetual Preferred Stock shall be converted to Common Stock pursuant to this Section 5 hereof, the shares so converted shall be cancelled and shall not be issuable by this Bank.

Subsection (f). Protective Provisions. So long as any shares of the Class C Non-Cumulative Perpetual Preferred Stock shall remain outstanding (and except for the issuance of the TARP Preferred Shares), the Bank shall not without first obtaining the approval (by vote or written consent, as provided by law) of the holders of the Class C Non-Cumulative Perpetual Preferred Stock:

- (i) alter or change the rights, preferences or privileges of the shares of Class C Non-Cumulative Perpetual Preferred Stock so as to adversely affect the shares; or
- (ii) increase or decrease (other than by conversion, as provided in Section 5 hereof) the total number of shares of the Class C Non-Cumulative Perpetual Preferred Stock.

Section 4. Class D Non-Cumulative Perpetual Preferred Stock. There shall be a class of Preferred Stock designated as the Class D Non-Cumulative Perpetual Preferred Stock. The Class D Non-Cumulative Perpetual Preferred Stock shall consist of 500,000 shares, par value \$6.50 per share. The Class D Non-Cumulative Perpetual Preferred Stock shall have the following rights, preferences, privileges and restrictions:

Subsection (a). Voting Rights. The holders of the Class D Non-Cumulative Perpetual Preferred Stock shall have limited voting rights, and shall be entitled to vote only upon any proposal for merger, acquisition of all of the capital stock of, or other business combination involving, the Bank, or any proposal to acquire in any manner a 25% or greater ownership interest in the assets or equity of the Bank. On those matters in which the holders of the Class D Non-Cumulative Perpetual Preferred Stock are entitled to vote, the holders shall have the right to one vote for each share of Class D Non-Cumulative Perpetual Preferred Stock, shall be entitled to receive notice of any shareholders' meeting held to act upon such matters in accordance with the bylaws of the Bank, and shall be entitled to vote in such manner as provided by law.

Subsection (b). Perpetual Term; Non-Redeemable. The shares of the Class D Non-Cumulative Perpetual Preferred Stock shall have no maturity date but shall be perpetual in term. The shares of the Class D Non-Cumulative Perpetual Preferred Stock may not be redeemed except as authorized by law.

Subsection (c). Dividends. The holders of the shares of the Class D Non-Cumulative Perpetual Preferred Stock shall be entitled to a preference in the distribution of dividends, when and as declared by the Board of Directors, and shall receive out of any assets of this Bank legally available therefor such dividends prior to the payment of any dividends to the holders of the Common Stock and *pari passu* to the receipt of dividends by any present or future class or class of Preferred Stock. The shares of the Class D Non-Cumulative Perpetual Preferred Stock shall be non-cumulative with respect to dividends, and the Bank shall have the right to waive the declaration or payment of dividends. Any dividends waived by the Bank shall not accumulate to future periods and shall not represent a contingent liability of the Bank.

Subsection (d). Liquidation Preference. Upon the liquidation, dissolution or winding up of the Bank, either voluntarily or involuntarily, the holders of the Class D Non-Cumulative Perpetual Preferred Stock shall be entitled to receive, prior and in preference to any distribution of any of the assets of this Bank to the holders of Common Stock, the distribution of the assets of the Bank equal in amount to \$6.50 for each share of the Class D Non-Cumulative Perpetual Preferred Stock; *provided, however*, that such liquidation preference to the holders of Class D Non-Cumulative Perpetual Preferred Stock shall be subordinated to the liquidation preference of the holders of the TARP Preferred Shares and the holders of Class A Non-Cumulative Perpetual Preferred Stock, Class B Non-Cumulative Perpetual Preferred Stock, and Class C Non-Cumulative Perpetual Preferred Stock. If upon the occurrence of such event, the assets of the Bank shall be insufficient to permit the payment to such holders of the full aforesaid preferential amounts, then the entire assets and funds of this Bank legally available for distribution shall be distributed among the holders of the Class D Non-Cumulative Perpetual Preferred Stock pro rata according to the number of shares of the Class D Non-Cumulative Perpetual Preferred Stock held by each.

Subsection (e). Conversion. The shares of the Class D Non-Cumulative Perpetual Preferred Stock shall automatically be converted into shares of the Common Stock, at a conversion price of one share of Common Stock for one share of the Class D Non-Cumulative Perpetual Preferred Stock, immediately upon any merger, acquisition of all of the capital stock of, or other business combination involving, the Bank, or any acquisition of a 25% or greater

ownership interest in the assets or equity of the Bank; provided, however, that such conversion shall be conditioned upon the closing of any such merger, acquisition or business combination transaction, and the person(s) entitled to receive the Common Stock upon conversion of the Class D Non-Cumulative Perpetual Preferred Stock shall be deemed to have converted such Class D Non-Cumulative Perpetual Preferred Stock immediately prior to the closing of such transaction. In the event the shares of the Class D Non-Cumulative Perpetual Preferred Stock shall be converted to Common Stock pursuant to this Section 5 hereof, the shares so converted shall be cancelled and shall not be issuable by this Bank.

Subsection (f). Protective Provisions. So long as any shares of the Class D Non-Cumulative Perpetual Preferred Stock shall remain outstanding (and except for the issuance of the TARP Preferred Shares), the Bank shall not without first obtaining the approval (by vote or written consent, as provided by law) of the holders of the Class D Non-Cumulative Perpetual Preferred Stock:

- (i) alter or change the rights, preferences or privileges of the shares of Class D Non-Cumulative Perpetual Preferred Stock so as to adversely affect the shares; or
- (ii) increase or decrease (other than by conversion, as provided in Section 5 hereof) the total number of shares of the Class D Non-Cumulative Perpetual Preferred Stock.

Section 4. Voting Rights of Preferred Stock. On those matters as to which the holders of Preferred Stock are entitled to vote, the holders of Preferred Stock shall vote together with the holders of Common Stock as a single class, and not as a separate class.

Section 5. Antidilution Adjustments. If the outstanding shares of Common Stock or Preferred Stock are increased or decreased or changed into or exchanged for a different number or kind of shares or other securities of the Bank or of any other corporation by reason of any merger, consolidation, liquidation, reclassification, stock split up, combination of shares, or stock dividend, appropriate adjustment shall be made by the Board of Directors of the Bank in the number, and relative terms, for the shares of Common Stock and Preferred Stock.

ARTICLE V

Directors

The number of Directors of the Bank shall be the number from time to time fixed in accordance with the provisions of the bylaws of the Bank, but at no time shall the number of Directors be less than five. 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 of this Bank by not more than two and appoint persons to fill the resulting vacancies.

ARTICLE VI

Amendment of Restated Articles of Incorporation

These Restated Articles of Incorporation may be amended in the manner from time to time prescribed by law.

ARTICLE VIII

Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

CERTIFICATE

The foregoing Restated Articles of Incorporation were adopted by the holders of outstanding shares of common stock, being the sole voting group entitled to vote thereon, on March 24, 2009 and the number of votes cast for the Restated Articles of Incorporation by the shareholders was sufficient for approval by them.

IN WITNESS WHEREOF, the undersigned Chairman and Chief Executive Officer of this Bank has executed these Restated Articles of Incorporation on the 24th day of March, 2009.

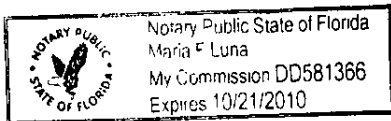
COMMUNITY BANK OF MANATEE


By: William H. Sedgeman, Jr.

William H. Sedgeman, Jr.
Chairman and Chief Executive Officer

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 24 day of March, 2009,
by William H. Sedgeman, Jr., as Chairman and Chief Executive Officer of Community Bank of
Manatee.




Printed Name: MARIA FLUNA
Notary Public, State of Florida


Personally Known ☒ or Produced Identification ☐

Type of Identification Produced _____

APPROVAL

Restated Articles of Incorporation approved by the Florida Office of Financial Regulation
this 6th day of April, 2009.

Tallahassee, Florida



Linda B. Charity
Director, Division of Financial Institutions