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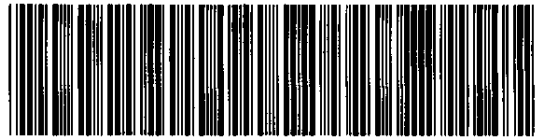
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FILED
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SECRETARY OF STATE
TALLAHASSEE FL 32301

Amend.
06/26/09
DC.



OFFICE OF FINANCIAL REGULATION

LINDA B. CHARITY
ACTING COMMISSIONER

**FINANCIAL SERVICES
COMMISSION**

CHARLIE CRIST
GOVERNOR

ALEX SINK
CHIEF FINANCIAL OFFICER

BILL MCCOLLUM
ATTORNEY GENERAL

CHARLES BRONSON
COMMISSIONER OF
AGRICULTURE

June 26, 2009

HAND DELIVERY

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

Dear Ms. Gibson:

Please file the enclosed amendment to the 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)

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
COMMUNITY BANK OF MANATEE**

FILED
09 JUN 26 PM 3:09
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to Section 607.1006, Florida Statutes, the Articles of Incorporation of Community Bank of Manatee are hereby amended as follows:

FIRST: Paragraph A to Article III of the Articles of Incorporation is hereby amended by deleting the text thereof in its entirety and substituting the following in lieu thereof:

A. Classes of Stock. The Bank is authorized to issue two 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 12,000,000 shares. 10,000,000 shares, par value \$2.00 per share, shall be Common Stock. 2,000,000 shares, par value to be assigned according to class, shall be Preferred Stock. The shares may be issued 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.

SECOND: The foregoing amendment was adopted by the holders of all the outstanding shares of common stock, being the sole voting group entitled to vote on the amendment, on June 23, 2009 and the number of votes cast for the amendment was sufficient for approval by the holders of common stock.

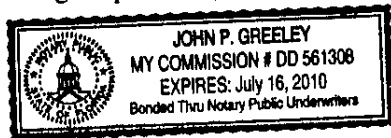
IN WITNESS WHEREOF, the undersigned has caused these Articles of Amendment to Articles of Incorporation to be executed and attested to by its duly authorized officer as of this 23rd day of June, 2009.

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 23rd day of June, 2009, by William H. Sedgeman, Jr., Chairman and Chief Executive Officer, of Community Bank of Manatee, a Florida banking corporation, on behalf of the corporation.

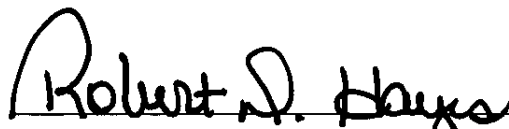



Printed Name: John P. Greeley
Notary Public, State of Florida

Personally Known ☒ or Produced Identification ☐
Type of Identification Produced _____

APPROVAL

Approved by the Florida Office of Financial Regulation on this 26th day of June, 2009.


Robert D. Hayes, Bureau Chief
Division of Financial Institutions
Office of Financial Regulation
By Delegated Authority