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OFFICE OF FINANCIAL REGULATION

J. THOMAS CARDWELL
COMMISSIONER

December 23, 2009

HAND DELIVERED

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, 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: Rod Jones, Esq.
Shutts & Bowen LLP
300 South Orange Avenue, Suite 1000
Orlando, Florida 32801

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Also enclosed is a check in the amount of \$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

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

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TALLAHASSEE, FLORIDA
Enclosures (4)

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

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Pursuant to the provisions of Sections 607.0704 and 607.1006, Florida Business Corporation Act (the "Act"), **COMMUNITY BANK OF MANATEE**, a Florida banking corporation (the "Bank"), hereby adopts the following Articles of Amendment to its Articles of Incorporation:

Amendment

Paragraph A of Article III of the Articles of Incorporation of the Bank is hereby amended and restated in its entirety as follows:

"A. Classes of Stock. The Bank is authorized to issue 20,000,000 shares of common stock, par value, \$1.00 per share (the "Common Stock"), and 2,000,000 shares of preferred stock, par value to be assigned according to class (the "Preferred Stock")."

Approval of Amendment

The Amendment was approved and adopted by written consent of the holders of a majority of the outstanding common stock of the Bank on December 21, 2009. The holders of the common stock are the only voting group entitled to vote on the amendment, and the approval of the amendment by the holders of a majority of the common stock was sufficient to approve such amendment under the Act and the Bank's Articles of Incorporation and Bylaws.

Effective Date of Amendment

The Amendment shall become effective on the date these Articles of Amendment are filed with the Department of State of the State of Florida.

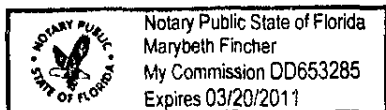
IN WITNESS WHEREOF, Community Bank of Manatee has caused these Articles of Amendment to be signed by the undersigned officer on this 22nd day of December, 2009.

COMMUNITY BANK OF MANATEE

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

STATE OF FLORIDA)
) SS:
COUNTY OF MANATEE)

The foregoing instrument was acknowledged before me this 22nd day of December, 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.



Marybeth Fincher

Printed Name: _____

My Commission expires: _____

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

APPROVAL

Approved by the Florida Office of Financial Regulation this 23rd day of December, 2009.

Linda B. Clarity
Division of Financial Institutions
Office of Financial Regulation
By Delegated Authority