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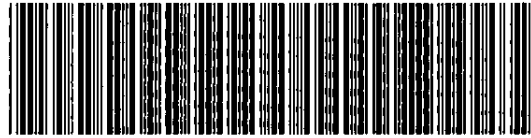
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Amend

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EB



J. THOMAS CARDWELL
COMMISSIONER

STREET ADDRESS: 101 East Gaines Street, Suite 636 • PHONE (850) 410-9800 • FAX (850) 410-9548
MAILING ADDRESS: Division of Financial Institutions, 200 East Gaines Street, Tallahassee, FL 32399-0371
Visit us on the web: WWW.FLOFR.COM • Toll Free: (800) 848-3792

June 3, 2011

VIA INTEROFFICE MAIL

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 Community Bank & Company, 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
Florida Office of Financial Regulation
200 East Gaines Street
Tallahassee, Florida 32399-0371
- (2) Mail one copy to: Mr. William H. Sedgeman, Jr.
Chairman and CEO
Community Bank & Company
2025 Lakewood Ranch Boulevard
Lakewood Ranch, Florida 34211

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,

Jeremy W. Smith
Financial Control Analyst
Bureau of Bank Regulation, District 1

JWS

Enclosures (4)

FINANCIAL SERVICES COMMISSION

RICK SCOTT
GOVERNOR

PAM BONDI
ATTORNEY

JEFF ATWATER
CHIEF FINANCIAL

ADAM PUTNAM
COMMISSIONER OF

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
COMMUNITY BANK & COMPANY

FILED
11 JUN -3 PM 3:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.0704 and 607.1006, Florida Business Corporation Act (the "Act"), **COMMUNITY BANK & COMPANY**, 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 100,000,000 shares of common stock, par value, \$1.00 per share (the "Common Stock"), and 10,000,000 shares of preferred stock, par value, \$1.00 per share (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 May 17, 2011. 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 & Company has caused these Articles of Amendment to be signed by the undersigned officer on this 25th day of May, 2011.

COMMUNITY BANK & COMPANY

By: William H. Sedgeman
William H. Sedgeman, Chief Executive Officer

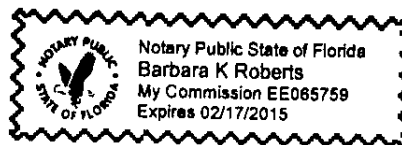
STATE OF FLORIDA)
) SS:
COUNTY OF MANATEE)

The foregoing instrument was acknowledged before me this 25th day of May, 2011, by William H. Sedgeman, Jr., Chief Executive Officer, of Community Bank & Company, a Florida banking corporation, on behalf of the corporation.


Printed Name: Barbara K. Roberts

My Commission expires:

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



APPROVAL

Approved by the Florida Office of Financial Regulation this ____ day of May, 2011.

Division of Financial Institutions
Office of Financial Regulation
By Delegated Authority

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
COMMUNITY BANK & COMPANY**

Approved by the Florida Office of Financial Regulation this 3rd day of June, 2011.

Tallahassee, Florida



Linda B. Charity
Director
Division of Financial Institutions
Florida Office of Financial Regulation