

176127

Inter-Office
Communication

Comptroller of Florida
Division of Banking

DATE: August 31, 1998

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

FROM: *JAP* John A. Pullen, Licensing and Chartering

SUBJECT: Citrus & Chemical Bank

Please file the attached articles of incorporation amendment (original and two copies) for the above-referenced institution, using the close of business August 31, 1998, 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
Tallahassee, Florida 32399-0350
- (2) One copy to: Larry V. Moore, Sr.
Executive Vice President
Citrus & Chemical Bank
114 North Tennessee Avenue
Lakeland, Florida 33801-4659

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Also attached are two checks which represent payment of the application filing fees. If you have any questions, please call me at 414-8067.

JAP:bms

cc: Federal Deposit Insurance Corporation, Atlanta, Georgia
Bureau of Financial Institutions - District I

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-09/01/98--01005--008
*****87.50 *****87.50

*Amend
NFT 9-1-98*

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CITRUS AND CHEMICAL BANK

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Citrus and Chemical Bank, a banking corporation organized and existing under the laws of the State of Florida, hereby certifies that the following Amendment to its Articles of Incorporation was approved on May 27, 1998 by written consent of Citrus and Chemical Bancorporation, Inc., the sole shareholder of the corporation, pursuant to Sections 607.1003(6) and 607.0704, Florida Statutes:

Article II of the corporation's Articles of Incorporation is deleted in its entirety, and the following is substituted in its place:

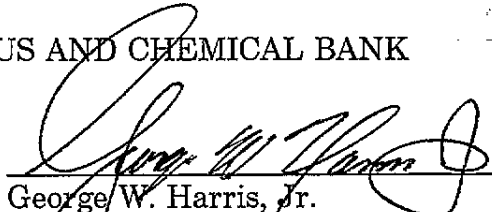
ARTICLE II

The general nature of the business to be transacted by the corporation shall be that of a general commercial banking and trust business with all the rights, powers and privileges granted and conferred by the Florida Banking Code regulating the organization, powers and management of banking corporations.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment this 27th day of May, 1998.

CITRUS AND CHEMICAL BANK

By


George W. Harris, Jr.
Chairman and Chief
Executive Officer

APPROVED by the Department of Banking and Finance this 24th day of August 1998, Tallahassee, Florida.


Comptroller of the State of Florida and Head
of the Department of Banking and Finance