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NEW FILINGS	
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<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Amended & Restated

Examiner's Initials

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TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

OF

FLORIDA BANKERS ASSOCIATION, INC.

Pursuant to the Agreement and Plan of Merger dated as of August 27, 1998 (the "Merger Agreement"), providing for a merger between the Community Bankers of Florida, Inc. ("CBF") and the Florida Bankers Association, Inc. ("FBA"), CBF, as the surviving corporation in said merger (the "Corporation"), hereby adopts the following Amended and Restated Articles of Incorporation of the Corporation. CBF was originally incorporated as a Florida not for profit corporation on May 17, 1972, under the name of Independent Bankers of Florida, Inc. CBF hereby deletes its existing Articles of Incorporation, as restated and amended effective November 30, 1987, in their entirety. In place thereof, CBF hereby adopts, effective as of the "Effective Date" specified in Section 1.1(a) of the Merger Agreement (the "Merger Effective Date"), the following Amended and Restated Articles of Incorporation as the Charter of the Corporation (the "Charter"):

ARTICLE I

**NAME, PRINCIPAL AND REGISTERED OFFICE
AND REGISTERED AGENT**

The name of this Corporation shall be

FLORIDA BANKERS ASSOCIATION, INC.

and its principal office shall be located at 1001 Thomasville Road, Tallahassee, Florida 32302-1360, in Leon County, Florida, but the location of the principal office may be changed from time to time by the Board of Directors of the Corporation to any place within the State of Florida. The principal office shall also be the registered office and the registered agent shall be Alejandro M. Sanchez.

ARTICLE II

ACTIVITIES AND POWERS

The Corporation shall possess all the powers set forth in Section 617.0302, Florida Statutes. The general nature of the activities to be engaged in by the Corporation, and its objectives and purposes, and certain of the general and special powers granted and reserved unto the Corporation (without limiting the generality of the preceding sentence), and the specific limitations and restrictions imposed thereon, are and shall be:

1. To promote the general welfare and usefulness of banks, savings and loan associations, savings banks (thrifts) and trust companies doing business in the State of Florida.
2. To cultivate more intimate social and business relationships among the representatives of such institutions.
3. To promote harmonious relationships between the Corporation's members and the public.
4. To collect and disseminate financial and economic information.
5. To promote the common interests and welfare of the members of the Corporation and to promote unity among such institutions, when lawful and proper, in all matters affecting their common welfare.
6. To obtain and disseminate correct information as to the relation of such institutions to the financial, industrial, commercial, agricultural and other interests of the State of Florida.
7. To carry on all types of educational programs for dissemination of information to and education of the public as to the services offered by banks, thrifts and trust companies and their proper function in their respective communities; to establish, maintain, conduct and operate all types of forums, seminars, short courses, schools and other educational programs relating to banking and trust functions and the business thereof and other related businesses, professions and activities, for the training and education of those attending the same; to further, by all proper and legitimate agencies and means, education and educational institutions.
8. To create and offer scholarships to worthy students; to encourage study or research in banking and related fields.
9. To organize and put into effect and participate in all types of insurance, pension, retirement, savings and employee benefit plans, for the members of the Corporation and their employees and for the Corporation and its employees.
10. To secure and hold copyrights and patents, and to publish books, periodicals, papers and pamphlets for the information and education of the members of the Corporation and the public generally.
11. To further, by all power and legitimate agencies and means, any and all charitable movements or causes, and to make gifts and other types of contributions and render financial and other types of assistance to further any of the lawful, proper and legitimate educational and charitable purposes and objectives expressed or permitted in this Article.
12. To receive gifts, legacies and donations from any source, and otherwise to acquire, own and hold money and property of any and every kind for the purposes of the Corporation, and to sell, convey and otherwise dispose of any property of any kind at any time owned or held by the Corporation; to receive and hold any money or property in trust and to act as trustee of any money or property to the extent authorized or permitted by law, and for any lawful purpose.

13. To borrow money and to receive, buy, pledge, mortgage, encumber, sell, lease and otherwise acquire and dispose of, in any lawful manner, money and property of any kind and character for the objectives and purposes of the Corporation, and to hold, use, invest and reinvest any money and property held by the Corporation.

14. To conduct its activities and affairs or any part or parts thereof, and to maintain one or more offices and agencies, in the United States of America, in any state of the United States of America, in the territories and the District of Columbia, and in any and all dependencies, colonies or possessions of the United States of America, and in foreign countries or jurisdictions, without restrictions as to place, except as required by law.

15. To do all and everything which may be lawful and proper and which is necessary or convenient or expedient for the accomplishment of the objectives, purposes and powers enumerated or provided for herein or any amendment thereto, or necessary or expedient for the protection and benefit of this Corporation and its members. None of the objectives, purposes and powers herein specified and none of the clauses and paragraphs contained in this Article shall in any way be limited or restricted by reference to or inference from the terms of any other objectives, powers, clauses, or paragraphs or provisions in paragraphs of this Article or any other Article herein, except as hereinafter expressly provided with respect to the exempt status of this Corporation under the Internal Revenue Code of the United States, and subject only to such exception the Corporation shall be authorized to engage in all or any of the activities authorized in any and all the paragraphs in this Article set forth or referred to, and in any and all clauses and provisions in each such paragraph. The foregoing paragraphs and clauses shall be considered as objectives, purposes and powers, and it is expressly provided that the foregoing enumeration of specific objectives, purposes and powers shall not be held to restrict or limit in any manner the objectives, purposes and powers of this Corporation as may be provided or authorized or permitted by the laws of the State of Florida relating to corporations not for profit; provided, however, and notwithstanding anything elsewhere herein contained, in the pursuit of any one or more of such objectives and in exercising any one or more of such powers, this Corporation shall do so in furtherance of the exempt purpose for which it has been organized as described in the Internal Revenue Code of the United States.

16. In the event of and upon dissolution of this Corporation, all of its assets remaining after payment of all costs and expenses of such dissolution shall be used for the educational or charitable purposes provided for herein, and none of such assets shall inure to the benefit of or be distributed to any organizer, subscriber to the charter or certificate of incorporation, officer, director or member of this Corporation.

17. Except as otherwise specifically provided in Section 5 of Article VII of this Charter, no incorporator or member of this Corporation shall have any vested right, interest or privilege of, in or to the assets, functions, affairs or franchises of this Corporation, or any right, interest or privilege which may be transferable or which shall continue if its membership ceases, or while such member is not in good standing; provided, however, that before any member's membership shall cease against its consent it shall be given an opportunity to be heard if prompt written request therefor is made as provided in the Bylaws.

18. To promote and encourage the enactment of just and reasonable laws and regulations affecting financial institutions doing business in the State of Florida.

19. To oppose discriminatory legislation and promote model legislation and enactment of such legislation; to establish close cooperative contact with officials of state and federal agencies whose actions have a direct effect on the banking industry in Florida; and to disseminate information to the membership relative to proposed legislation and its operating impact, with recommended action as a basis for generating a coordinated "grass roots" legislative contact effort by the members.

20. To compile, analyze and disseminate information on laws and regulations affecting the operational interests of banking institutions in Florida; to assist with regulatory and statutory compliance of the members, individually and as a group; and to determine and make known to industry regulators and governmental bodies the views of the industry relative to such matters.

ARTICLE III

MEMBERSHIP AND QUALIFICATIONS OF MEMBERS

Section 1. Classes of Membership. The members of this Corporation shall be divided into classes of membership which shall include Active Members (as hereinafter defined), and, if the Bylaws of the Corporation (the "Bylaws") so provide, may include associate members that provide products or services to Active Members and such other classes of members as may from time to time be provided for in the Bylaws.

Section 2. Qualifications and Admission.

- A. **Active Members.** An active member ("Active Member(s)") must be:
- (i) a state bank or trust company organized and existing under the laws of the State of Florida and not affiliated with or a subsidiary of a registered bank holding company; or
 - (ii) a national bank having its principal office in the State of Florida and not affiliated with or a subsidiary of a registered bank holding company; or
 - (iii) a registered bank holding company organized and existing under the laws of the State of Florida; or
 - (iv) a registered bank holding company organized and existing under the laws of a state other than Florida having a bank holding company, bank or branch in Florida; or
 - (v) a bank or trust company located outside the State of Florida that has a branch or a trust office in Florida; or

- (vi) a savings and loan association or savings bank organized and existing under the laws of the State of Florida and not affiliated with or a subsidiary of a registered savings and loan holding company; or
- (vii) a federal savings and loan association or federal savings bank having its principal office in the State of Florida and not affiliated with or a subsidiary of a registered savings and loan holding company; or
- (viii) a registered savings and loan association holding company or savings bank holding company organized and existing under the laws of the State of Florida; or
- (ix) a registered savings and loan association holding company or savings bank holding company organized and existing under the laws of a state other than Florida having a savings and loan association, savings bank or branch in Florida; or
- (x) a savings and loan association or savings bank located outside the State of Florida that has a branch in Florida.

B. **Other Classes of Membership.** Except for Active Members, the qualifications for which are specified and fixed in this Charter, the Bylaws may provide for other classes of membership and the requirements for membership in each such other class, including without limitation one or more classes of associate members whose business has a direct servicing or supporting or other direct functional connection with or relationship to the business, functions or operations of Active Members of this Corporation.

C. **Admission to Membership.** Admission to any class of membership in the Corporation shall be by approval of an application for membership as provided in the Bylaws. The Bylaws may delegate to the Board of Directors full discretionary power with respect to the approval of applications for membership and the admission of members.

D. **Rights and Privileges of Affiliates and Subsidiaries of Active Members.** Each bank, trust company, savings and loan association or savings bank that is an affiliate or subsidiary of an Active Member in good standing, and that maintains a banking office in the State of Florida, shall not be considered a member of the Corporation but shall be entitled to enjoy all of the rights and privileges of Active Membership except for voting rights and such other rights and privileges as are expressly reserved to the Active Members or the members generally under this Charter or the Bylaws or otherwise by law.

Section 3. Voting. Voting rights or privileges shall be vested exclusively in the Active Members. Each Active Member shall be entitled to one vote on each matter presented at a membership meeting for action by the Active Members, or upon each proposal submitted to the Active Members for voting by written ballots, with such vote to be cast as provided in the Bylaws; provided, however, that if the Bylaws so provide, an Active Member not in good

standing shall not be entitled to any vote so long as such member remains not in good standing. Except as otherwise expressly provided in this Charter or the Bylaws or as required by law, the affirmative vote of a majority of those votes entitled to be cast at any meeting at which a quorum is present constitutes member action.

Section 4. Resignation and Termination. Any member may resign from membership at any time by submitting a resignation in writing to the Board of Directors and such resignation shall be effective as to such member when accepted by the Board of Directors. Subject to any applicable provisions of this Charter, the membership of any member of the Corporation may be terminated, by expulsion or otherwise, in the manner and under the circumstances provided in the Bylaws. Subject to any provisions of the Bylaws relating thereto, the Board of Directors shall have full discretionary power with respect to expelling members and determining whether or not a member is in good standing.

Section 5. Divisions and Councils. In addition to the Government Relations Council established by Article VI of this Charter and the Community Bank Council established by Article VII of this Charter, the Bylaws may create or provide for additional Divisions and Councils within the Corporation to assist or promote the conduct of the affairs of the Corporation. The Bylaws shall provide for the organization and structure of each such Division or Council and for the designation of a chair therefor, and each Division and Council shall have such duties and functions as may be fixed from time to time by the Bylaws.

Section 6. Groups. The Bylaws shall provide for the division of the Active Members of the Corporation into geographic groups ("Group" or "Geographic Group"). The Bylaws may designate and change (or authorize the Board of Directors to designate and change) from time to time the geographic territory contained in each such Group, and the Bylaws may further provide for the organization, structure, powers and functions of such Groups.

ARTICLE IV

TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE V

BOARD OF DIRECTORS

Section 1. Balanced Membership; Powers. To promote the purposes for which it was formed, the Corporation shall act on behalf of and in the interest of its members, who reflect the diversity of size and form to be found within the banking industry, but who share the common bond of banking and the common interest of promoting knowledge of banking and the general welfare and usefulness of banks, savings and loan associations, savings banks and trust companies. The composition of the Board, as determined in accordance with this Charter and the Bylaws, should reflect, as closely as possible, both the diversity and common bond of the members. The Board of Directors shall supervise and manage the affairs of the Corporation.

Except as and to the extent expressly provided otherwise in this Charter or in the Bylaws, the Board of Directors shall have all the powers and duties provided or permitted by law.

Section 2. Number and Composition. From the Merger Effective Date (as defined in the preamble of this Charter) until the date of the Corporation's 1999 annual meeting, the members of the Board of Directors shall be (A) the directors in office of CBF as of the Merger Effective Date, and (B) the directors in office of FBA as of the Merger Effective Date. From and after the Corporation's 1999 annual meeting, the Board of Directors shall be composed of the following persons, and the number of the Corporation's directors shall be thirty-three (33) until the date of the Corporation's 2000 annual meeting and thirty-two (32) thereafter:

A. **Tier I Directors.** Nine (9) directors ("Tier I Directors") shall be elected by the "Tier I Active Members" (which, for purposes of this Charter, shall mean those financial institutions that are Active Members and have up to \$100 million in aggregate deposits as of the end of the most recent calendar quarter for which published deposit information is available).

B. **Tier II Directors.** Nine (9) directors ("Tier II Directors") shall be elected by the "Tier II Active Members" (which, for purposes of this Charter, shall mean those financial institutions that are Active Members and have more than \$100 million and up to \$750 million in aggregate deposits as of the end of the most recent calendar quarter for which published deposit information is available).

C. **Tier III Directors.** Nine (9) directors ("Tier III Directors") shall be elected by the "Tier III Active Members" (which, for purposes of this Charter, shall mean those financial institutions that are Active Members and have more than \$750 million in aggregate deposits as of the end of the most recent calendar quarter for which published deposit information is available). Each Tier III Active Member that has paid the Corporation's maximum level of dues during the current fiscal year and is among the three Active Members in good standing that hold the largest amounts of aggregate deposits within the State of Florida (as of the end of the aforesaid calendar quarter) shall be entitled to select one of the nine (9) directors who are elected by Tier III Active Members.

D. **Senior Officers.** By virtue of their offices, the President, the President-Elect and the Immediate Past President (each of whom shall be selected as provided in the Bylaws) shall be directors with voting power of the Corporation. From the 1999 annual meeting until the date of the 2000 annual meeting, two persons, who served as Co-Presidents of the Corporation prior to the 1999 annual meeting, shall be eligible to serve as joint Immediate Past Presidents and as directors with voting power.

E. **Chairs of Leadership and Trust Divisions.** By virtue of their offices, the respective Chairs of the Leadership Division and the Trust Division (or of such successor Divisions as may be provided for in the Bylaws) shall be directors with voting power of the Corporation. The Chairs of such Divisions shall be selected as provided in the Bylaws.

Section 3. Modifications to Deposit Size Ranges of Membership Tiers. Following the date which is five (5) years after the Merger Effective Date (as defined in the preamble of this Charter), the deposit size ranges for Tier I Active Members, Tier II Active Members and Tier III

Active Members may be modified from time to time, in whole or in part, as provided in the Bylaws.

Section 4. Vacancies. Any vacancy on the Board of Directors, caused by death, resignation or other cause, shall be filled as shall be provided by the Bylaws, and the person so chosen to fill any such vacancy shall hold office as the Bylaws may provide.

Section 5. Executive Committee. There shall be an Executive Committee of the Corporation, which shall have and may exercise, during the intervals between meetings of the Board of Directors, such of the powers of the Board of Directors as may be specified in the Bylaws. The Bylaws shall from time to time fix the number of members of the Executive Committee, which shall be not less than three (3), and shall provide for the designation of the members thereof from among the members of the Board of Directors.

Section 6. Qualifications, Terms and Manner of Election. Each member of the Board of Directors shall be a "senior officer or director" (as defined in the Bylaws) of a financial institution that is an Active Member (or any affiliate or subsidiary thereof). The Board of Directors may not include, at any one time, more than one person who is an officer, director or employee of a particular Active Member (or any affiliate or subsidiary thereof). The further qualifications of the members of the Board of Directors and their terms of office shall be as set forth in the Bylaws. The Tier I Directors, Tier II Directors and Tier III Directors shall be elected by written ballots as provided in the Bylaws.

ARTICLE VI

GOVERNMENT RELATIONS COUNCIL

Section 1. Purpose; Balanced Membership; Powers. There shall be established a Government Relations Council ("GRC"), which shall serve as a representative forum for the formulation and expressions of views by the members of the Corporation, and shall act as an advisory body with power to make recommendations to the Board of Directors, regarding federal and state legislative and regulatory matters affecting financial institutions. The GRC shall have such additional powers, and shall undertake such further responsibilities, as may be delegated and assigned to the GRC from time to time under the Bylaws or by resolution of the Board of Directors.

Section 2. Composition; Chair. The GRC shall consist of both voting and nonvoting members as provided in the Bylaws. There shall be sixty (60) voting members, who shall be selected as follows: (A) twenty (20) voting members shall be classified as "Tier I GRC Members" and shall be selected by the Tier I Directors, with at least one Tier I GRC Member designated to represent each Geographic Group; (B) twenty (20) voting members shall be classified as "Tier II GRC Members" and shall be selected by the Tier II Directors, with at least one Tier II GRC Member designated to represent each Geographic Group; and (C) twenty (20) voting members shall be classified as "Tier III GRC Members" and shall be selected by the Tier III Directors. In the event occasions arise where the composition of members on the GRC is not in compliance with the preceding sentence, the Board of Directors shall, as soon as conveniently practicable, restore said composition within said limits in accordance with such procedures as are established

in the Bylaws. In selecting voting members of the GRC, the Board of Directors shall ensure that the President, the President-Elect and the Immediate Past President(s) of the Corporation, and the respective Chairs of the Leadership Division and the Trust Division (or of such successor Divisions as may be provided for in the Bylaws), are selected as voting members of the GRC in accordance with the Bylaws. The President-Elect of the Corporation shall serve as the Chair of the GRC.

Section 3. Term; Vacancies. The term of office for each GRC member shall be determined as provided in the Bylaws. Any vacancy on the GRC caused by death, resignation or any other cause shall be filled as provided in the Bylaws, and the person so chosen to fill any such vacancy shall hold office as stipulated in the Bylaws.

Section 4. Recommendations to the Board of Directors. The GRC may present to the Board of Directors recommendations for action by the Corporation on any matters within the GRC's purview. If a recommendation is approved by at least two-thirds of the voting members in office of the GRC, said recommendation may be presented to the Board of Directors without a dissenting statement; provided, however, that any voting member or members of the GRC who dissent from a GRC recommendation shall have the right to present a dissenting statement to the Board of Directors. If a recommendation is approved by a majority but less than two-thirds of the voting members in office of the GRC, a dissenting statement shall be prepared by the dissenting members and shall be forwarded to the Board of Directors together with the recommendation.

ARTICLE VII

COMMUNITY BANK COUNCIL

Section 1. Purposes; Balanced Membership; Powers. There shall be established within the GRC a Community Bank Council ("CBC"), the purposes and powers of which are (A) to provide a representative forum for the formulation and expression of the views of Community Banks on any matters presented to the GRC that are of interest or concern to Community Banks; and (B) to provide for the oversight, safeguarding and disposition of the CBF Reserves (as defined in Section 3 of this Article VII). For purposes of this Charter, the term "Community Bank" shall include each bank, savings bank or savings and loan association that is (1) an Active Member in good standing (or an affiliate or subsidiary thereof), (2) a state bank, state savings bank or state savings and loan association that is organized and existing under the laws of the State of Florida, or a national bank, federal savings bank or federal savings and loan association that maintains its principal banking office within the State of Florida, and (3) not owned or controlled, directly or indirectly, by an out-of-state holding company. As used herein, the term "out-of-state holding company" means a bank holding company, savings bank holding company or savings and loan holding company that maintains its principal office outside the State of Florida.

Section 2. Composition; Term. The CBC shall consist of those senior officers or directors of Community Banks (or affiliates or subsidiaries thereof) who are designated in the Bylaws. The term of office of the CBC members shall be determined as specified in the Bylaws.

Section 3. Oversight and Safeguarding of CBF Reserves. For a period of five (5) years after the Merger Effective Date (as defined in the preamble of this Charter), the CBC shall be responsible for overseeing and safeguarding the financial reserves that were held by CBF as of the Merger Effective Date, and that are designated in the Merger Agreement (as defined in the preamble of this Charter) to be maintained in accordance with this Article VII. During said five-year period, said financial reserves (the "CBF Reserves") shall be deposited and held in one or more interest-bearing bank accounts and shall be reported (together with interest accrued thereon) separately on the books and accounts of the Corporation. Upon the expiration of the five-year period specified in this Section 3, the CBF Reserves shall be combined and commingled with the other funds and accounts of the Corporation, and thereafter this Article VII shall not operate as any limitation or restriction on the use or disposition of the funds formerly held in the CBF Reserves.

Section 4. Termination of Community Bank Council. Following the expiration of the five-year period specified in Section 3 of this Article VII, the members in office of the CBC may approve in their sole discretion, by majority vote, a resolution to disband the CBC. In the event that such a resolution is adopted, the provisions of this Article VII shall become null and void and shall have no further force or effect.

Section 5. Withdrawals of CBF Reserves. During the five-year period specified in Section 3 of this Article VII, no funds shall be withdrawn from the CBF Reserves for any purpose, except as follows:

A. **Advocacy of Legislative or Regulatory Policy.** The CBC, by the affirmative vote of two-thirds of its members in office, may approve the withdrawal of funds from the CBF Reserves during said five-year period in order to advocate one or more policy positions that have been approved by the CBC and are reasonably related to the actual or potential treatment of the Community Banks under any existing or proposed federal or state statute or governmental regulation; provided, however, that no such withdrawal may be made in order to advocate any CBC policy position that is opposed to a policy position of the Corporation that has been adopted by the Board of Directors; and provided further, that the CBC may not authorize any such withdrawal unless a CBC policy position has first been presented to the Board of Directors and, within fifteen (15) days after such presentation, that position has not been adopted by the Board of Directors as a policy position to be advocated by the Corporation.

B. **Withdrawal of Community Banks from the Corporation.** During said five-year period the CBF Reserves may be withdrawn in their entirety from the Corporation if two-thirds of the Community Banks that were members of CBF as of the Merger Effective Date (as defined in the preamble of this Charter) and remain Active Members in good standing affirmatively vote to secede from the Corporation and form a new nonprofit organization for the purpose of representing the interests of the seceding members. In that event, the Corporation shall transfer the CBF Reserves to such organization when it has been validly organized and has lawful authority to receive the CBF Reserves.

Section 6. Preservation and Disposition of CBF Corporate Name. During the five-year period specified in Section 3 of this Article VII, the Corporation shall take all necessary actions to preserve the exclusive rights to use the name "Community Bankers of Florida, Inc."

as a corporate name and as a trade name and/or trademark. In the event of a complete withdrawal of the CBF Reserves pursuant to Section 5(B) of this Article VII, the Corporation shall, at the time of said withdrawal, transfer all such rights to the use of such name to the organization receiving the CBF Reserves.

ARTICLE VIII

AMENDMENTS

Section 1. At Annual or Special Meetings. Subject to the provisions of Section 3 of this Article VIII, any provision contained in this Charter may be amended or repealed at any annual or special meeting of the members of the Corporation by the affirmative vote, cast in person or by proxy, of a majority of the Active Members in good standing of the Corporation, provided that the written proposal for such amendment or repeal has been mailed by the Corporation to all of the Active Members at least fifteen (15) days prior to such meeting.

Section 2. By Written Consent. Subject to the provisions of Section 3 of this Article VIII, any provision contained in this Charter may be amended or repealed at any time, other than at an annual or special meeting of the members of the Corporation, by the written consents, endorsed on the proposal for such amendment or repeal, of a majority of the Active Members in good standing of the Corporation.

Section 3. Special Rule for Certain Amendments. For a period of five (5) years after the Merger Effective Date (as defined in the preamble of this Charter), no amendment or repeal of any of the provisions of Article V, Article VII or this Section 3 shall be effective unless such amendment or repeal has been approved, in accordance with the procedures set forth in Section 1 or Section 2 of this Article VIII, by the affirmative vote or written consent of two-thirds of the Active Members in good standing of the Corporation.

ARTICLE IX

ADDITIONAL POWERS

In furtherance and not in limitation of the powers elsewhere herein granted or conferred or authorized or permitted by statute or other law, the Corporation shall have and may exercise each and all of the following powers:

1. If the Bylaws so provide, the Corporation shall have the power to hold meetings, both of members and directors, either within or outside the State of Florida and within or outside the United States, at such place or places as may be from time to time designated by the Board of Directors; and if the Bylaws so provide any Council, Division or Committee of the Corporation shall have the power to hold meetings either within or outside the State of Florida and within or outside the United States at such place or places as may be from time to time designated by such body, but subject, however, to the authority of the Board of Directors herein conferred to designate the place or places for the meetings of any such body.

2. Meetings of members of the Corporation and of the Board of Directors may be held upon such notice thereof or waiver of notice as may be set forth in the Bylaws of the Corporation, subject to any statutory restrictions relative thereto, but any requirement as to notice of such meetings that may be set forth in the Bylaws shall not prevent, and nothing herein shall be construed as preventing, any member of the Corporation or director from waiving notice of any meeting in such manner as may be provided or permitted by the provisions of the Bylaws not inconsistent with the laws of the State of Florida relating thereto.

3. The Corporation in its Bylaws may confer upon the Board of Directors, in addition to the powers set forth herein, such additional powers and duties as are not contrary to law or the provisions of this Charter.

ARTICLE X

BYLAWS; INDEMNIFICATION AND MISCELLANEOUS

Section 1. Bylaws; Amendment and Repeal. Bylaws, not inconsistent with the provisions of this Charter, shall be adopted in accordance with the Merger Agreement (as defined in the preamble of this Charter) by vote of not less than a majority of the whole number of members of the Board of Directors; and the Bylaws so adopted may be amended, altered or rescinded from time to time in the manner and according to the procedures set forth in such Bylaws. The provisions of such Bylaws, as are in force and effect from time to time, shall govern the business and affairs of the Corporation and all members and other interested parties shall be bound thereby.

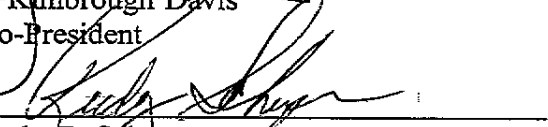
Section 2. Indemnification. To the full extent provided or permitted by law, the Corporation shall indemnify each director and officer elected or appointed by the members of the Corporation, in consideration of his services, whether then in office or not, against any claim asserted or proceeding brought against him, and for the reasonable costs and expenses incurred by him in connection with the defense of or for advice concerning any such claims or proceeding brought against him, by reason of his being or having been a director or officer of the Corporation or any subdivision thereof, or by reason of any act or omission to act as such director or officer, provided that, in the performance of his duties as to the matter or matters in respect of which such claim is asserted or proceeding brought, he shall have acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The foregoing right of indemnification shall not be exclusive of any other rights to which any director or officer may be entitled by law.

The Bylaws may provide for further powers of indemnification by the Corporation of any person who was or is a director, officer or employee of the Corporation or any subdivision thereof, or who was or is serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise; and in the event that the Bylaws make such provision, the Corporation shall, in the manner and to the full extent provided in the Bylaws, indemnify each and every such person.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation were duly approved and adopted, by a sufficient number of votes cast by the members of the Corporation entitled to vote thereon, pursuant to written consents in each case dated prior to August 15, 1998, and executed in accordance with Section 617.0701, Florida Statutes. In accordance with such approval, the Corporation has caused these Amended and Restated Articles of Incorporation to be executed on this 1 day of October, 1998.

FLORIDA BANKERS ASSOCIATION, INC.

By: 
Name: J. Kimbrough Davis
Title: Co-President

By: 
Name: Rudy E. Schupp
Title: Co-President