

723431

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TALLAHASSEE, FLORIDA

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103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
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CONTACT: CINDY HICKS

DATE: 10-12-00

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*****43.75 *****43.75

REF. #: 0164.13388

CORP. NAME: Florida Bankers Association, Inc.

- ARTICLES OF INCORPORATION
- ARTICLES OF AMENDMENT
- ARTICLES OF DISSOLUTION
- ANNUAL REPORT
- TRADEMARK/SERVICE MARK
- FICTITIOUS NAME
- FOREIGN QUALIFICATION
- LIMITED PARTNERSHIP
- LIMITED LIABILITY
- REINSTATEMENT
- MERGER
- WITHDRAWAL
- CERTIFICATE OF CANCELLATION
- UCC-1
- UCC-1
- OTHER:

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TALLAHASSEE, FLORIDA

STATE FEES PREPAID WITH CHECK# 9055 FOR \$ 75.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$

PLEASE RETURN:

- CERTIFIED COPY
- CERTIFICATE OF GOOD STANDING
- PLAIN STAMPED COPY
- CERTIFICATE OF STATUS

Examiner's Initials

COULLETTE OCT 13 2000



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.
October 27, 2000

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.

CCRS

TALLAHASSEE, FL

SUBJECT: FLORIDA BANKERS ASSOCIATION, INC.
Ref. Number: 723431

We have received your document for FLORIDA BANKERS ASSOCIATION, INC. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name and title of the person signing the document must be noted beneath or opposite the signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 600A00053846

RECEIVED
00 OCT 12 PM 4:12
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FLORIDA BANKERS ASSOCIATION, INC.

FILED
00 OCT 12 PM 4:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 617.1006, Florida Statutes, the Articles of Incorporation of
FLORIDA BANKERS ASSOCIATION, INC. are hereby amended as follows:

FIRST: Section 2 of Article V of said Articles of Incorporation is amended by deleting the provisions of said Section 2 of Article V as the same now exists, and by substituting in lieu thereof, the following:

"ARTICLE V

Board of Directors

Section 2. Number and Composition. The Board of Directors shall be composed of the following persons:

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) one of whom shall be selected by the others to serve as chair.

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) one of whom shall be selected by the others to serve as chair.

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) one of whom shall be selected by the others to serve as chair. 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, the First Immediate Past President and the Second Immediate Past President (each of whom shall be selected as provided in the Bylaws) shall be directors with voting power of the Corporation. Co-holders of any senior office shall each be eligible to serve jointly 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. "

SECOND: Section 3 of Article VII of said Articles of Incorporation is amended by deleting the provisions of said Section 3 of Article VII as the same now exists, and by substituting in lieu thereof, the following:

"ARTICLE VII

Community Bank Council


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 accordance with an investment policy adopted by the voting members of the CBC 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."

The foregoing Amendment was adopted by the Directors at a meeting of the Directors held the 29th day of June, 2000, and by all of the membership by written ballot on September 19, 2000, which is sufficient for approval.

IN WITNESS WHEREOF, FLORIDA BANKERS ASSOCIATION, INC. has caused these Articles of Amendment to be executed by its duly authorized officer and its corporate seal to be affixed hereto this 5th day of October, 2000.

FLORIDA BANKERS ASSOCIATION, INC.

By: 
Bethany H. Corum
Executive Vice President