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Florida Bankers Assn.

(Business Entity Name)

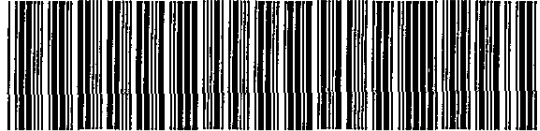
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ARTICLES OF AMENDMENT

to

ARTICLES OF INCORPORATION

of

FLORIDA BANKERS ASSOCIATION, INC.

Document Number 723431

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Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Section 2 of Article V of said Articles of Incorporation is amended by deleting the provision of said Section 2 of Article V as the same now exists and by submitting 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 \$150 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.

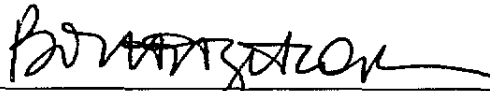
- (B) **Tier II Directors.** Nine (9) directors ("Tier II Directors") shall be elected by the "Tier II Active Members" (which, for purposes of this Charter, shall mean those financial institutions that are Active Members and have more than \$150 million and up to \$1.5 billion in aggregate deposits as 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 \$1.5 billion 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.
- (F) **Designee of BancServ, Inc.** By virtue of its relationship with the Corporation, BancServ, Inc. shall designate a director with voting power.

The BancServ, Inc. designee must be otherwise qualified to serve as a director in accordance with the criteria established in the Bylaws, and shall be selected in accordance with the governing documents of BancServ, Inc."

The foregoing Amendments were adopted by the Directors at a meeting of the Directors held on the 29th day of May, 2003 and by all of the membership by written ballot on September 30, 2003, 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 15th day of October, 2003.

FLORIDA BANKERS ASSOCIATION, INC.

By: 
Bethany H. Corum
Executive Vice President