

J94726

Inter-Office
Communication



Robert F. Milligan
Comptroller of Florida

DATE: April 18, 2000
TO: Louise Flemming-Jackson, Division of Corporations
FROM: Bill Lott, Division of Banking
SUBJECT: Article Amendments - First Commercial Bank of Tampa
Tampa, Florida

With today's date as the effective date, please file as soon as possible the enclosed restated and amended Articles of Incorporation of First Commercial Bank of Tampa, Tampa, Florida.

Please make the following distribution of the certified copies:

(1) Return one (1) copy to: Bureau of Financial Institutions, District I
Division of Banking
Fletcher Building, Suite 636
101 East Gaines Street
Tallahassee, Florida 32399-0350

(2) Bank's copy: Please call when filed to be picked up by:
Iglar & Dougherty, P.A.
1501 Park Avenue East
Tallahassee, Florida 32301
(850) 878-2411
Attention: Michelle Sweeny

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 APR 18 PM 1:23

800003212808--6
-04/18/00--01004--011
*****52.50 *****52.50

Also enclosed is a check for \$52.50 representing the filing and certified copy fees. If you have any questions, please contact me at (850) 410-9111. As always, thank you for your assistance.

Enclosures

Amended & Restated Articles
LFJ 4-18-2000

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 APR 18 PM 1:23

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

FIRST COMMERCIAL BANK OF TAMPA

ARTICLE I

The name of the corporation shall be First Commercial Bank of Tampa and its initial place of business shall be at 4600 West Kennedy Boulevard, in the City of Tampa, in the County of Hillsborough and the State of Florida.

ARTICLE II

The general nature of the business to be transacted by this corporation shall be: That of a general commercial banking business with all the rights, powers and privileges granted and conferred by the Florida Financial Institution Codes, regulating the organization, powers and management of banking corporations.

ARTICLE III

The total number of shares authorized to be issued by the corporation shall be 1,000,000. Such shares shall be of a single class and shall have a par value of \$5.00 per share. The corporation shall begin business with at least \$2,125,000 in paid-in common capital stock to be divided into at least 425,000 shares. The amount of surplus with which the corporation will begin business shall be not less than \$1,275,000 and the amount of undivided profits, not less than \$602,5000, all of which (capital stock, surplus and undivided profits) shall be paid in cash.

ARTICLE IV

The term for which said corporation shall exist shall be perpetual unless terminated pursuant to the Florida Banking Code.

ARTICLE V

The number of directors shall not be fewer than five (5) nor more than fifteen (15) directors. Election of directors is to be held at an annual meeting of shareholders or at a special meeting; however, a majority of the full board of directors may, at any time during the year following the Annual Meeting of Shareholders, increase the number of directors by not more than two (up to fifteen) and appoint persons to fill the resulting vacancies.

ARTICLE VI

The directors of the Bank will be divided into three classes, with the number of directors in each class being as nearly equal as possible; the term of office of those of the first class to expire at the next annual meeting; of the second class one year thereafter; of the third class two years thereafter. At each annual election held after such classification and election, directors shall be chosen for a full three year term, as the case may be, to succeed those whose terms expire.

ARTICLE VII

First Commercial Bank of Tampa shall indemnify its directors, officer, employees, and agents to the fullest extent permitted under Chapter 607, *Florida Statutes* (1999), as currently provided for or as it may be subsequently amended.

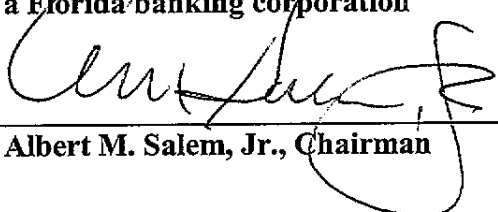
The foregoing Amended and Restated Articles of Incorporation were adopted by the affirmative vote of a sufficient number of the single class of shareholders of the First Commercial Bank of Tampa at a duly called Annual Meeting of the Shareholders on April 18, 2000, pursuant to Section 607.1003(2), (3) and (4) *Florida Statutes* (1999). They were proposed and approved by the Board of Directors at a duly called meeting of the Board of Directors on March 16, 2000, pursuant to Section 607.1003(1) *Florida Statutes* (1999).

Whereupon at Tampa, Florida, this 18th day of April, 2000, First Commercial Bank of Tampa hereby certifies accordingly, under the hands of its Chairman, so that, on the filing hereof, the Articles of Incorporation shall be amended and restated accordingly.

These duly adopted Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments to them.

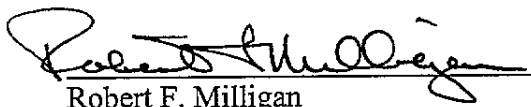
FIRST COMMERCIAL BANK OF TAMPA
a Florida banking corporation

By: _____


Albert M. Salem, Jr., Chairman

Approved by the Department of Banking and Finance this 18 day of April, 2000.

Tallahassee, Florida


Robert F. Milligan
Comptroller of the State of Florida