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Inter-Office
Communication



Robert F. Milligan
Comptroller of Florida

DATE: September 21, 1998

TO: Louise Flemming-Jackson, Division of Corporations

FROM: *BA* Bill Lott, Division of Banking

SUBJECT: Article Amendment - Community Bank of Manatee
Bradenton, Florida

Please file the enclosed amendment to the Articles of Incorporation of Community Bank of Manatee, Bradenton, Florida, at your earliest convenience.

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) Mail one (1) copy to: Charles L. Stutts, Esq.
Holland & Knight LLP
Post Office Box 1288
Tampa, Florida 33601-1288

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 21 PM 3:12

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****140.00 ****140.00

Also enclosed is a check for \$140.00 representing the filing and certified copy fees. If you have any questions, please contact me at (850) 488-9570.

Enclosures

Amend
sg 9/23/98

98 SEP 21 PM 3:12

**ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION
OF COMMUNITY BANK OF MANATEE**

Pursuant to Section 607.1003 and 607.1006, Florida Statutes, the Articles of Incorporation of COMMUNITY BANK OF MANATEE (the "Bank") are hereby amended according to these Articles of Amendment:

FIRST: The name of the Corporation is COMMUNITY BANK OF MANATEE.

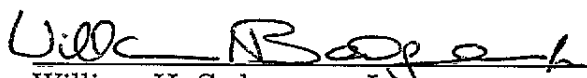
SECOND: The Articles of Incorporation shall be amended to delete Article III in its entirety and replace it with the following:

ARTICLE III

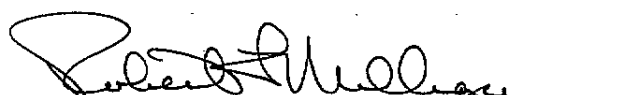
The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is 2,330,000 shares of common stock, par value \$2.00 per share (the "Common Stock"). The shares may be issued from time to time as authorized by the Board of Directors of the Bank without approval of the shareholders except as otherwise provided herein or to the extent that such approval is required by statute, rule or regulation.

THIRD: The foregoing amendment was adopted by the directors of the Bank, constituting a sufficient number of votes for the amendment to be approved in accordance with Section 607.0824 of the Florida Statutes, on February 19, 1998, and by the shareholders of the Bank, constituting a sufficient number of votes for the amendment to be approved in accordance with Section 607.0725 of the Florida Statutes, on March 19, 1998.

IN WITNESS WHEREOF, the undersigned President and Chief Executive Officer of the Bank has executed this instrument as of the 14th day of August, 1998.


William H. Sedgeman, Jr.
President and Chief Executive Officer

The foregoing amendment is hereby approved this 17th day of September 1998.


Robert F. Milligan, Comptroller