

003385

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(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

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10 FEB 25 PM 1:47

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED

10 FEB 25 PM 1:58

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Doc
2/25/10

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Farmers And Merchants Bank

DOCUMENT NUMBER: 003385

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Sam Lester, Vice President/Legal Counsel
Name of Contact Person

Farmers And Merchants Bank
Firm/ Company

200 East Washington Street
Address

Monticello, FL 32344
City/ State and Zip Code

slester@fmbbank.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Sam Lester at (850) 942-2626
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|-----------------------------------------------------|------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is enclosed) |
|-----------------------------------------------------|------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------|

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

FILED

10 FEB 25 PM 1:58

Farmers And Merchants Bank

(Name of Corporation as currently filed with the Florida Dept. of State)

003385

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this **Florida Profit Corporation** adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation: to delete "And" replace with "&"

Farmers & Merchants Bank

The new

name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co.". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

B. Enter new principal office address, if applicable:

N/A

(Principal office address **MUST BE A STREET ADDRESS**)

C. Enter new mailing address, if applicable:

N/A

(Mailing address **MAY BE A POST OFFICE BOX**)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

R. Michael Sims

N/A

New Registered Office Address:

(Florida street address)

, Florida

(City)

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

N/A

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:
(Attach additional sheets, if necessary)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
	N/A		<input type="checkbox"/> Add <input type="checkbox"/> Remove
	N/A		<input type="checkbox"/> Add <input type="checkbox"/> Remove
	N/A		<input type="checkbox"/> Add <input type="checkbox"/> Remove

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)
 N/A

F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:
(if not applicable, indicate N/A)

N/A

3

The date of each amendment(s) adoption: February 17, 2010
(date of adoption is required)
Effective date if applicable: February 17, 2010
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

☐ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval

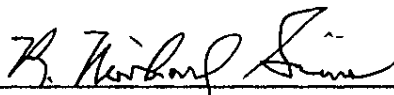
by _____."
(voting group)

☒ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated February 17, 2010

Signature



(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

R. Michael Sims, President/CEO

(Typed or printed name of person signing)

President/CEO

(Title of person signing)

AMENDMENT TO ARTICLES OF INCORPORATION

OF

FARMERS AND MERCHANTS BANK

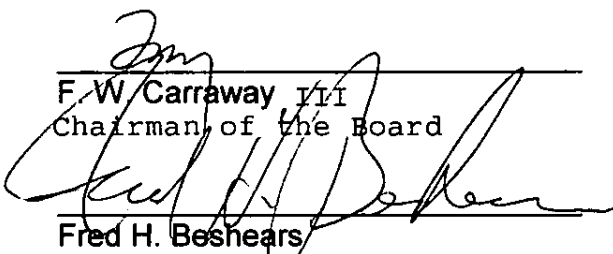
The undersigned Directors of FARMERS AND MERCHANT BANK, a Florida banking corporation, hereby amend the Articles of Incorporation of this corporation, as follows:

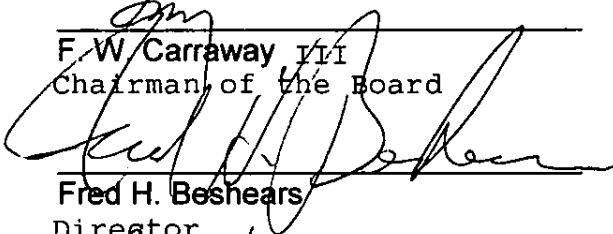
The original Articles of Incorporation which were filed with the Florida Secretary of State are hereby amended to reflect the name change of the corporation from **FARMERS AND MERCHANTS BANK** to:

FARMERS & MERCHANTS BANK

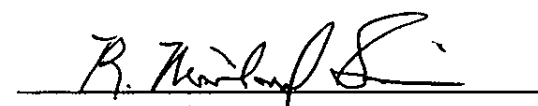
The undersigned, as all Directors of the corporation, unanimously resolve that this Amendment shall take effect and is officially adopted as of

February 17, 2010.


F. W. Carraway III
Chairman of the Board


Fred H. Beshears
Director


John Hawkins
Director


R. Michael Sims
President/CEO


Joseph Audie
Director