

File 1st

012311

INTER-OFFICE  
COMMUNICATION

ROBERT F. MILLIGAN  
COMPTROLLER OF FLORIDA

DATE: January 30, 2002

TO: Louise Jackson, Bureau of Corporations, Secretary of State

FROM: *RH* Robert Hayes, Financial Control Analyst  
Bureau of Financial Institutions, Division of Banking

SUBJECT: FLORIDA COMMUNITY BANK #306

Please file the attached amendments to the articles of incorporation for subject bank. I have labeled them as 1 and 2 to be filed in that order.

Please make the following distribution of certified copies:

500004849935--9  
-01/31/02--01016--020  
\*\*\*\*122.50 \*\*\*\*\*61.25

1. Return one (1) copy of each to : Bureau of Financial Institutions  
Division of Banking  
Fletcher Building  
101 East Gaines Street, Suite 636
2. Mail two (2) copies of each to: Mr. Richard Pearlman  
IGLER & DOUGHERTY, P.A.  
1501 Park Avenue East  
Tallahassee, FL 32301

Also attached is a check which represents payment for filing fees and certified copies. If you have any questions, please contact me at 410-9111.

RH:jm

Attachments

cc: Area Financial Manager, Miami

*Amendment*  
*LFS*

*1-31-2002*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2002 JAN 31 PM 12:30

**ARTICLE OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION  
OF FLORIDA COMMUNITY BANK**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2002 JAN 31 PM 12:31

Pursuant to the provisions of Section 607.1002(7), *Florida Statutes*, the Board of Directors of Florida Community Bank ("Corporation"), hereby adopts the following Article of Amendment to the Corporation's Articles of Incorporation.

**Amendment adopted:** The first paragraph of Article III of the Articles of Incorporation originally filed with the Secretary of State of the State of Florida on February 16, 1998, is hereby amended to read as follows:

**Article III - Capital Stock**

The authorized capital stock of the corporation shall consist of Three Million (3,000,000) shares (when fully issued) of \$4.00 par value common stock (the "Common Stock") and Five Hundred Thousand (500,000) (when fully issued) shares of \$.01 par value preferred stock (the "Preferred Stock"). No shareholders shall have preemptive rights with respect to any authorized but unissued Common Stock or Preferred Stock.

The remainder of the Articles of Incorporation shall remain unchanged.

In accordance with Section 607.1002(7), *Florida Statutes*, the foregoing Article of Amendment was proposed and approved by the Board of Directors of the Corporation at a duly called meeting of the Board of Directors held on January 26, 2000.

**IN WITNESS WHEREOF**, the undersigned authorized officer of the Corporation executed this Article of Amendment on this 24<sup>th</sup> day of January, 2002.

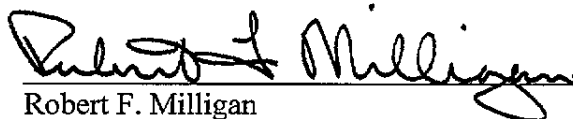
**FLORIDA COMMUNITY BANK**



Stephen L. Price  
Chairman of the Board

**APPROVED BY** the Department of Banking and Financing this 29<sup>th</sup> day of January 2002.

By:



Robert F. Milligan  
Comptroller of the State of Florida  
and Head of the Department of Banking and Finance