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Name Change



FLORIDA OFFICE OF FINANCIAL REGULATION

www.FLOFR.com

DREW J. BREAKSPEAR
COMMISSIONER

April 20, 2017

VIA INTEROFFICE MAIL

Diane Cushing
Administrator
Amendment Section
Florida Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314-6327

Dear Ms. Cushing:

Please file the enclosed amendment to the articles of incorporation for Coconut Grove Bank, Miami, Florida, at your earliest convenience. The distribution of the certified copies should be as follows:

- (1) One copy to: Jeremy Smith, Director
Florida Office of Financial Regulation
Division of Financial Institutions
200 East Gaines Street
Tallahassee, Florida 32399-0371
- (2) One copy to: George Befeler, Esquire
Homer Bonner Jacobs, P.A.
1200 Four Seasons Tower
1441 Brickell Avenue
Miami, Florida 33131

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Enclosed along with the amendment, is a check for \$70.00, which represents the filing fee and fee for issuing certified copies. Please remit the remaining balance in a check made payable to Grove Bank & Trust. If you have any questions, please do not hesitate to contact Jeremy A. Glover at Jeremy.Glover@FLOFR.com or at (850) 410-9535.

Sincerely,

Jeremy W. Smith
Director
Division of Financial Institutions

JWS/jag

Enclosures (3)

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**NOTICE TO THE
OFFICE OF FINANCIAL REGULATION
FOR A CHANGE IN CORPORATE NAME OF COCONUT GROVE BANK**

March 30, 2017

Charter No.: 80119

COCONUT GROVE BANK, a banking corporation organized and existing under the laws of the State of Florida, hereby requests approval to change its corporate name to **GROVE BANK & TRUST**, and hereby submits its Articles of Amendment to Amended and Restated Articles of Incorporation for approval by the Office of Financial Regulation, and authorizes the Office of Financial Regulation to file the amendment with the Department of State, Division of Corporations. The proposed effective date for the name change shall be the date the Articles of Amendment to Amended and Restated Articles of Incorporation of Coconut Grove Bank are accepted for filing by the Department of State of the State of Florida, Division of Corporations.

COCONUT GROVE BANK, a Florida
banking corporation

By: 
Name: Rick A. Kuci, Jr.
Title: President and CEO

(Corporate Seal)

Attachments: Articles of Amendment to Amended and Restated Articles of Incorporation


**WORKSHEET FOR AMENDMENT OF ARTICLES OF INCORPORATION
OF COCONUT GROVE BANK**

The undersigned officer of **COCONUT GROVE BANK**, a banking corporation organized and existing under the laws of the State of Florida, does hereby certify that the Board of Directors of said financial institution approved and proposed to the shareholders of said financial institution, an amendment to First Article of the Articles of Amendment to Amended and Restated Articles of Incorporation as set out herein, and that thereafter on March 15, 2017, at a special meeting of the shareholders called and held in compliance with Section

607.1006, Florida Statutes, and with the Articles of Incorporation and bylaws of said corporation, as amended and restated, at its office in Miami, Miami-Dade County, Florida, at which meeting the holders of a majority of the outstanding capital stock were present. There is only one class of stock, and a majority, which was sufficient for approval, approved the amendment changing the name of the corporation to **GROVE BANK & TRUST** and amending the First Article of the Articles of Amendment to Amended and Restated Articles of Incorporation so that effective upon the filing of the Articles of Amendment to Amended and Restated Articles of Incorporation with the Florida Department of State, Division of Corporations, in lieu of its present language it shall read:

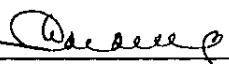
FIRST: The name of the Corporation shall be **GROVE BANK & TRUST**.

COCONUT GROVE BANK, a Florida corporation

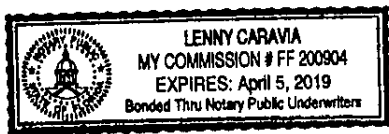
By: 
Name: Rick A. Kuci, Jr.
Title: President and CEO

STATE OF FLORIDA)
)SS
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 31st day of March, 2017 by Rick A. Kuci, Jr., as President and Chief Executive Officer of **COCONUT GROVE BANK**, a Florida corporation, who is personally known to me and has produced _____ as identification.



Notary Public
State of Florida at Large
My Commission Expires:



Approved by the Office of Financial Regulation on this 20th day of April,
2017.



Director, Division of Financial Institutions
Office of Financial Regulation

FILED
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DIVISION OF CORPORATIONS
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**ARTICLES OF AMENDMENT
TO
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
COCONUT GROVE BANK**

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act (the "Act"), **COCONUT GROVE BANK**, a corporation organized and existing under the laws of the State of Florida (the "Corporation"), hereby amends its Amended and Restated Articles of Incorporation in the manner set forth below in these Articles of Amendment:

FIRST: The name of the Corporation shall be **GROVE BANK & TRUST**.

SECOND: Except as hereby expressly amended, the Amended and Restated Articles of Incorporation of the Corporation shall remain the same in all respects.

THIRD: These Articles of Amendment contain an amendment to the Corporation's Amended and Restated Articles of Incorporation requiring shareholder approval and the sole shareholder of the Corporation, by a resolution adopted at a shareholders meeting held on March 15, 2017, has cast a number of votes sufficient for the approval of these Articles of Amendment. Furthermore, the Board of Directors of the Corporation, by resolution duly adopted in a Board of Directors meeting held on the same date, unanimously approved these Articles of Amendment.

FOURTH: This Amendment shall become effective on the date that these Articles of Amendment are filed with the Department of State of the State of Florida.


IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be signed by its duly authorized office on this 21st day of March, 2017.

COCONUT GROVE BANK, a Florida
corporation

By: _____

Daniel Chavez
Secretary/Treasurer

The foregoing instrument was acknowledged before me this 21st day of March, 2017 by DAMEL CHAVEZ as SECRETARY/Treasurer of COCONUT GROVE BANK, a Florida corporation, who is personally known to me and has produced _____ as identification.


Printed Name: SANDRA BELANGER
Notary Public
My Commission Expires: 10/03/18

