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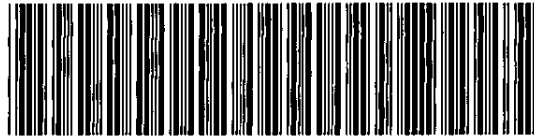
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07 APR 18 AM 10:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
of



DON B. SAXON
COMMISSIONER

OFFICE OF FINANCIAL REGULATION

April 17, 2007

**FINANCIAL SERVICES
COMMISSION**

JEB BUSH
GOVERNOR

TOM GALLAGHER
CHIEF FINANCIAL OFFICER

CHARLIE CRIST
ATTORNEY GENERAL

CHARLES BRONSON
COMMISSIONER OF
AGRICULTURE

Ms. Susan Payne
Corporate Filings
Division of Corporations
Clifton Building
2661 Executive Center Circle West

Subject: Amendments to Articles of Incorporation—Vision Bank, Panama City, Florida

Dear Ms. Payne:

Please file the attached article amendment and make the following distribution of certified copies:

- (1) Return one copy to: Office of Financial Regulation
 Bureau of Bank Regulation
 200 E. Gaines Street
 Tallahassee, Florida 32399-0371
- (2) Mail one copy to: Mr. J. Tradd McDaniel
 Senior Vice President and Senior Trust Officer
 Vision Bank
 2200 Stanford Road
 Panama City, Florida 32405

Also attached are checks for filing fees and certified copies. If you have any questions, please contact me at 410-9508.

Sincerely,

David Burgess
Financial Control Analyst
Bureau of Bank Regulation

db

cc: Federal Deposit Insurance Corporation, Atlanta, Georgia
Area Financial Managers, Tampa and Tallahassee Regional Office

FILED

ARTICLES OF AMENDMENT TO
CHARTER OF VISION BANK

07 APR 18 AM 10:53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1006, Florida Statutes, the Charter, which constitutes the Articles of Incorporation of Vision Bank, a Florida banking corporation, formerly known as BankTrust of Florida, is hereby amended as follows:

FIRST:

Article 2 of the Charter is hereby amended by deleting the text thereof in its entirety and substituting the following in lieu thereof:

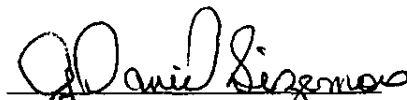
The general nature of the business to be transacted by this corporation shall be that of a general banking business, with the right and authority to engage in the trust business, and act as a fiduciary. The Corporation shall be authorized to engage in the business to the fullest extent permitted by, and 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.

SECOND

The foregoing amendment was adopted by the holder of all the outstanding shares of common stock of the corporation, being the sole voting group entitled to vote on the amendments affected hereby, by written consent of the shareholders of the corporation dated January 18, 2007 and the number of votes cast for said amendment was sufficient for approval by the holders of common stock.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Amendment to the Charter of Vision Bank to be executed and attested to by duly authorized officer as of the 21st day of March, 2007.

VISION BANK



By Daniel Sizemore
Its: CEO & Chairman

The foregoing amendment to the Articles of Incorporation of Vision Bank is hereby approved by the Division of Financial Institutions of the Office of Financial Regulation of the State of Florida.

Done at Tallahassee, Florida, this 16th day of April, 2007


LINDA B. CHARITY, Director

STATE OF FLORIDA

COUNTY OF Bay

The foregoing instrument was acknowledged before me this 21st day of March, 2007, by J. Daniel Sizemore as CEO and Chairman of the Board of Directors of Vision Bank, a Florida banking corporation, on behalf of the corporation, who: (notary **must** check applicable line)

☒ is personally known to me.

☐ produced a current Florida driver's license as identification.

(SEAL)

Sharon Stanley
Notary Public

