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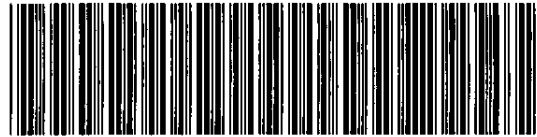
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FILED
08 MAY -9 PM 4:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
SF 5/9

INTEROFFICE
COMMUNICATION



OFFICE OF FINANCIAL
REGULATION

Don B. Saxon
Commissioner

DATE: May 7, 2008

TO: Susan Payne, Division of Corporations, Secretary of State

FROM: Teresa L. Crawford, Bureau of Bank Regulation *tlc*

SUBJECT: Vision Bank – Amended Articles of Incorporation

The purpose of the attached Article Amendment is to:

Replace Article V of the Articles of Incorporation in its entirety.

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

- 1) Return one (1) copy to: Office of Financial Regulation
Teresa L. Crawford, Bureau of Bank Regulation
Fletcher Building, Suite 624
200 East Gaines Street
Tallahassee, Florida 32399-0371
- May one copy to: Mr. J. Walters Ginn
Chairman and CEO
Vision Bank
Post Office Box 1848
Panama City, Florida 32402-1848

Enclosed is a check for \$52.50 for the certified copies and the filing fee. If you have any questions, please contact me at 410-9689.

Attachments

cc: Area Financial Manager, Tallahassee
FDIC
FRB

**ARTICLES OF AMENDMENT TO
CHARTER OF VISION BANK**

FILED

08 MAY -9 PM 4:44

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

The number of Directors shall not be fewer than five (5). A majority of the full Board of Directors may, at any time during the year following the annual meeting of shareholders, increase the number of Directors of the Bank by not more than two and appoint persons to fill resulting vacancies. The names and addresses of the Directors of the Corporation at the time of this Amendment are listed below:

Lana Jane Lewis-Brent
413 West Fifth Street
Panama City, Florida 32401

Dr. James D. Campbell
7 West 23rd Street
Panama City, Florida 32405

William A. Cathey
Route 3, Box 136 A1
Mexico Beach, Florida 32456

J. Walters Ginn
3302 Country Club Drive
Lynn Haven, Florida 32444

Charles S. Isler, III
434 Magnolia Avenue
Panama City, Florida 32401

Patrick Koehnemann
439 Grace Avenue
Panama City, Florida 32401

Robert S. McKean
32803 Marlin Key Drive
Orange Beach, Alabama 36561

Jimmy Patronis, Jr.
5551 North Lagoon Drive
Panama City Beach, Florida 32408

Jack B. Prescott
1502 Country Club Drive
Lynn Haven, Florida 32444

John S. Robbins
2332 Foxworth Drive
Panama City, Florida 32405

Jerry F. Sowell
626 Luverne Avenue
Panama City, Florida 32401

Kim Styles-DiBacco
1800 Weakfish Way
Panama City Beach, Florida 32411

Dr. James Stohmenger
615 North Bonita Avenue
Panama City, Florida 32402

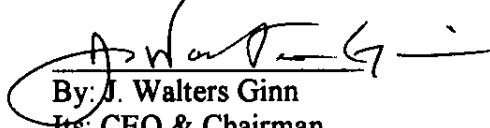
C. Daniel DeLawder
50 North Third Street
Post Office Box 3500
Newark, Ohio 43058-3500

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 April 15, 2008 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 16th day of April, 2008.

VISION BANK


By: J. Walters Ginn
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 May, 2008.


Linda B. Charity, Director