

018277

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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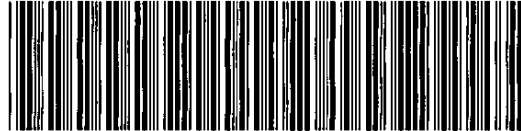
(Business Entity Name)

(Document Number)

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06/19/06--01002--008 **52.50

EFFECTIVE DATE
9/1/06

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06 JUN 16 PM 3:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

name
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OFFICE OF FINANCIAL REGULATION

DON B. SAXON
COMMISSIONER

**FINANCIAL SERVICES
COMMISSION**

JEB BUSH
GOVERNOR

TOM GALLAGHER
CHIEF FINANCIAL OFFICER

CHARLIE CRIST
ATTORNEY GENERAL

CHARLES BRONSON
COMMISSIONER OF
AGRICULTURE

June 15, 2006

VIA INTEROFFICE MAIL

Ms. Susan Payne
Senior Section Administrator
Florida Division of Corporations
Corporate Filings
Post Office Box 6327
Tallahassee, Florida 32314-6327

Dear Ms. Payne:

Please file the enclosed amendment to the articles of incorporation of Citizens Bank of Florida, Inc., Oviedo, Florida, at your earliest convenience. The distribution of the certified copies should be made as follows:

- (1) Return one copy to: Division of Financial Institutions
Office of Financial Regulation
200 East Gaines Street
Tallahassee, Florida 32399-0371
- (2) Mail one copy to: Ms. Karen B. Grammer
Paralegal
Zimmerman, Kiser & Sutcliffe, P.A.
Post Office Box 3000
Orlando, Florida 32802-3000

Also enclosed is a check for \$52.50 representing the filing and certified copy fees. If you have any questions, please do not hesitate to contact me.

Sincerely,

William A. Lott
Financial Control Analyst
Bureau of Bank Regulation

WAL:lbl

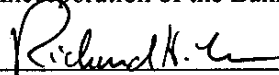
Enclosures (4)

AMENDMENT OF ARTICLES OF INCORPORATION
OF CITIZENS BANK OF FLORIDA, INC., OVIEDO, FLORIDA

The undersigned officer of CITIZENS BANK OF FLORIDA, INC. ("Bank"), does hereby certify that the Board of Directors of the Bank's holding company, CITIZENS BANCORP OF OVIEDO, INC. ("Bancorp"), such entity being the sole common shareholder of the Bank, has heretofore proposed and approved the amendment of the Articles of Incorporation of the Bank, as set out herein, and that thereafter, on the 29th day of March, 2006, at a meeting of the shareholders called and held in compliance with Section 607.1006, *Florida Statutes*, and with the Articles of Incorporation and the By-Laws of the Bank, the shareholders, by unanimous consent, passed a resolution to amend the Bank's Articles of Incorporation so that in place of its present language it shall be amended so:

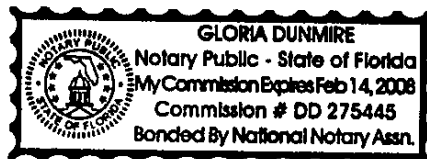
Any and all reference to the name "CITIZENS BANK OF FLORIDA, INC." shall hereby be deleted in its entirety and replaced with the name "CITIZENS BANK OF FLORIDA".


Upon the effective date of September 1, 2006, the Bank shall formally be known as CITIZENS BANK OF FLORIDA. The Bank shall continue to operate, in all other respects, pursuant to the Articles of Incorporation and By-laws governing the Bank. With the exception of the alterations contained in this amendment, all other provisions of the Articles of Incorporation of the Bank shall continue unaltered.


RICHARD H. LEE
PRESIDENT

STATE OF FLORIDA
COUNTY OF SEMINOLE

The foregoing instrument was acknowledged before me this 18 day of May, 2006, by RICHARD H. LEE, president of CITIZENS BANK OF FLORIDA, INC., a banking corporation of the State of Florida, on behalf of the corporation.




Notary Public-State of Florida at Large
My commission expires:

EFFECTIVE DATE
9/1/06

FILED
06 JUN 16 PM 3:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The foregoing amendment is hereby approved this 14th day of June

OFFICE OF FINANCIAL REGULATION

BY: 

NAME: Linda B. Charity

As Its: Director

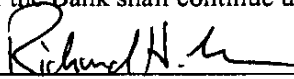
Division of Financial Institutions

DIRECTION OF HOLDING COMPANY SHAREHOLDER'S AND DIRECTOR'S
CONSENT FOR AMENDMENT OF THE ARTICLES OF INCORPORATION
OF CITIZENS BANK OF FLORIDA, INC.

The undersigned officer of CITIZENS BANCORP OF OVIEDO, INC. ("Bancorp"), does hereby certify that the Board of Directors of Bancorp, has heretofore proposed the amendment of the Articles of Incorporation of CITIZENS BANK OF FLORIDA, INC. ("Bank"), the banking entity wholly owned and operated by Bancorp, as set out in that certain Amendment of Article of Incorporation of Citizens Bank of Florida, Inc., dated of even date herewith; and thereafter, on the 29th day of March, 2006, at a meeting of Bancorp's shareholders, called and held in compliance with Section 607.1006, *Florida Statutes* and with the Articles of Incorporation and the By-Laws of the Bancorp, passed a resolution to amend the Bank's Articles of Incorporation so that in place of its present language it shall be amended so:

Any and all reference to the name "CITIZENS BANK OF FLORIDA, INC." shall hereby be deleted in its entirety and replaced with the name "CITIZENS BANK OF FLORIDA"

Upon the effective date of September 1, 2006, the Bank shall formally be known as CITIZENS BANK OF FLORIDA and shall continue to operate, in all other respects, pursuant to the Articles of Incorporation and By-laws governing the Bank. With the exception of the alterations contained in this amendment, all other provisions of the Articles of Incorporation of the Bank shall continue unaltered.

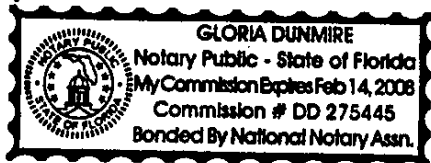


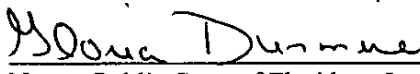
RICHARD H. LEE
PRESIDENT

EFFECTIVE DATE
9/1/06

STATE OF FLORIDA
COUNTY OF SEMINOLE

The foregoing instrument was acknowledged before me this 18 day of May, 2006, by RICHARD H. LEE, president of CITIZENS BANCORP OF OVIEDO, INC., on behalf of the corporation.





Notary Public-State of Florida at Large
My commission expires:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

06 JUN 16 PM 3:26

FILED

The foregoing amendment is hereby approved this _____ day of _____

~~OFFICE OF FINANCIAL REGULATION~~

~~BY: _____
NAME: _____
As Its: _____~~