

018277

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(Business Entity Name)

(Document Number)

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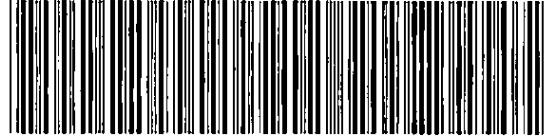
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April 13, 2022

SECRETARY OF STATE
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2022 APR 11 PM 1:19

FILED

Restated

APR 12 2022
D COWELL



Commissioner Russell C. Weigel, III

April 11, 2021

VIA INTEROFFICE MAIL

Diane Cushing
Administrator
Amendment Section

or

Darlene Connell
Supervisor
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314-6327

Dear Diane or Darlene:

Please file the enclosed documents in the following sequence, using the effective dates and times as stated (see documents for reference):

- File Restated Articles of Incorporation of Citizens Bank of Florida., **effective 9:57pm Eastern Time on April 13, 2022;**
- File Restated Articles of Incorporation of Citizens Bancorp of Oviedo, Inc. **effective 9:58pm Eastern Time on April 13, 2022;**
- File Articles of Merger of CBO Successor Bank with and into Citizens Bank of Florida. **effective 9:59pm Eastern Time on April 13, 2022**
- File Articles of Merger of Citizens Bank of Florida with and into Fairwinds Credit Union. **effective 10:00pm Eastern Time on April 13, 2022**

Enclosed is a check payable to the Florida Division of Corporations representing payment for the filing fees for the enclosed documents and two certified copies.

Check Nos.	Amount
# 24823	\$280.00

The distribution of the certified copies should be as follows:

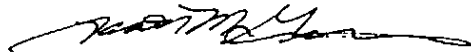
(1) One copy to: Mr. John P. Greeley
Smith Mackinnon, PA

301 East Pine Street, Suite 750
Orlando, Florida 32801

(2) One copy to: Office of Financial Regulation
Division of Financial Institutions
200 East Gaines Street
Tallahassee, Florida 32399-0371

If you have any questions, please do not hesitate to me at (850) 410-9513.

Sincerely,



Jason M. Guevara
Financial Administrator
Division of Financial Institutions

RESTATED
ARTICLES OF INCORPORATION
OF
CITIZENS BANK OF FLORIDA

FILED
2022 APR 11 PM 1:19
RECEIVED
CLERK OF CIRCUIT COURT
JANUARY 11 2022

Pursuant to the provisions of the Florida Financial Institutions Codes and Section 607.1007, Florida Statutes, Citizens Bank of Florida does hereby amend and restate its Articles of Incorporation by adopting the following Restated Articles of Incorporation which shall take effect as of 9:57 P.M., Eastern Daylight Time, on April 13, 2022.

ARTICLE I

The name of the Corporation is Citizens Bank of Florida and its principal place of business shall be at 156 Geneva Drive, Oviedo, Florida 32765.

ARTICLE II

The general nature of the business to be transacted by this Corporation shall be that of a general commercial banking business with all the rights, powers, and privileges granted and conferred by the Florida Financial Institutions Codes, regulating the organization, powers, and management of banking corporations.

ARTICLE III

The aggregate number of shares of common stock (referred to in these Restated Articles of Incorporation as "Common Stock") which the Corporation shall have authority to issue is 2,000,000 with a par value of \$10.00 per share.

The holders of Common Stock shall each be entitled to one vote for each share held. There shall be no cumulative voting in the election of directors.

No holders of shares of any class of the capital stock of the Corporation shall have as a matter of right any preemptive or preferential right to subscribe for, purchase, receive, or otherwise acquire any part of any new or additional issue of stock of any class, whether now or hereafter authorized, or any bonds, debentures, notes, or other securities of the Corporation, whether or not convertible into shares of stock of the Corporation.

ARTICLE IV

The term for which this Corporation shall exist shall be perpetual unless terminated pursuant to the Florida Financial Institutions Codes.

ARTICLE V

The number of Directors of this Corporation shall be not fewer than five. A majority of the full Board of Directors may, at any time during the year following an annual meeting of shareholders, increase the number of directors of this Corporation by not more than two and appoint persons to fill the resulting vacancies.

ARTICLE VI

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

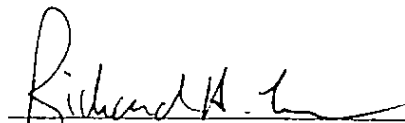
ARTICLE VII

These Restated Articles of Incorporation consolidate all amendments into a single document and may be amended in the manner from time to time provided by law and the right conferred upon the shareholders by any provision of these Restated Articles of Incorporation is hereby made subject to this reservation.

CERTIFICATE

The foregoing Restated Articles of Incorporation were adopted by the (a) Board of Directors of the Corporation on August 17, 2021, and (b) holders of the outstanding shares of Common Stock, being the sole voting group entitled to vote on the Restated Articles of Incorporation, on August 17, 2021 and the number of votes cast for the Restated Articles of Incorporation was sufficient for approval by the holders of Common Stock.

IN WITNESS WHEREOF, the undersigned President and Chief Executive Officer of this Corporation has executed these Restated Articles of Incorporation on the 29th day of March, 2022.

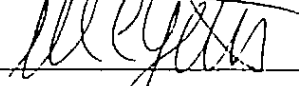


Richard H. Lee
President and Chief Executive Officer

APPROVAL

Restated Articles of Incorporation approved by the Florida Office of Financial Regulation
this 11th day of April, 2022.

Tallahassee, Florida

A handwritten signature in black ink, appearing to read "Russell C. Weigel, III", written over a horizontal line.

Russell C. Weigel, III

Commissioner