

442852

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

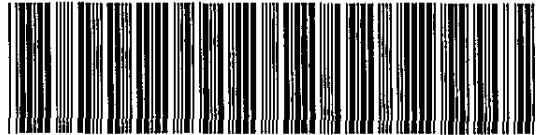
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



300038234393

07/07/04--01017--020 **87.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
2004 SEP 14 PM 1:01

Restated Articles
LPT
9-20-04



OFFICE OF FINANCIAL REGULATION

DON B. SAXON
DIRECTOR

**FINANCIAL SERVICES
COMMISSION**

JEB BUSH
GOVERNOR

TOM GALLAGHER
CHIEF FINANCIAL OFFICER

CHARLIE CRIST
ATTORNEY GENERAL

CHARLES BRONSON
COMMISSIONER OF
AGRICULTURE

June 29, 2004

Ms. Louise Flemming-Jackson
Corporate Specialist Supervisor
Florida Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Subject: Article Amendment – TIB Bank of the Florida Keys

Dear Ms. Flemming-Jackson:

Please file the enclosed amended and restated Articles of Incorporation for the subject bank.

Please make the following distribution of the certified copies:

- (1) Return one copy to: Office of Financial Regulation
 200 East Gaines Street
 Tallahassee, Florida 32399-0371
- (2) Mail two copies to: John P. Greeley
 Smith Mackinnon, PA
 Post Office Box 2254
 Orlando, Florida 32802-2254

Ms. Louise Flemming-Jackson
Page 2

Also enclosed is a check for \$87.50 representing the filing and certified copies fees. The attached check appears to be \$26.25 over the amount necessary for the filing and three copies. You can submit a refund check to the following address:

Edward V. Lett
President and Chief Executive Officer
TIB Bank of the Keys
Post Office Box 2808
Key Largo, Florida 33037

If you have any questions, please contact me at 410-9111

Sincerely,

A handwritten signature in cursive script, appearing to read "Joseph A. Matthews".

Joseph A. Matthews
Financial Control Analyst

JM

Enclosures

cc: Area Financial Manager, Miami



FINANCIAL SERVICES
COMMISSION

JEB BUSH
GOVERNOR

TOM GALLAGHER
CHIEF FINANCIAL OFFICER

CHARLIE CRIST
ATTORNEY GENERAL

CHARLES BRONSON
COMMISSIONER OF
AGRICULTURE

DON B. SAXON
COMMISSIONER

OFFICE OF FINANCIAL REGULATION

September 13, 2004

Ms. Louise Flemming-Jackson
Corporate Specialist Supervisor
Florida Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Subject: Article Amendment—TIB Bank of the Florida Keys

Dear Ms. Flemming-Jackson:

Please file the enclosed amendment and restated Articles of Incorporation for the subject bank, 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 two copies to: John P. Greeley, Esq.
Smith Mackinnon, P. A.
Post Office Box 2254
Orlando, Florida 32802-2254

You have previously received a check for filing fees and certified copies (See the enclosed copy of your August 9, 2004, letter). If you have any questions, please contact me at 410-9508.

Sincerely,

David Burgess
Financial Control Analyst
Bureau of Bank Regulation

db

Enclosures

cc: Area Financial Manager, Miami

RECEIVED
04 SEP 14 AM 11:13
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

August 9, 2004

Joseph A. Matthews
% OFFICE OF FINANCIAL REGULATION
200 East Gaines Street
Tallahassee, FL 32399-0371

SUBJECT: TIB BANK OF THE KEYS
Ref. Number: 442852

726
RECEIVED
DIVISION OF FINANCIAL INSTITUTIONS
F/U FILE DOGI

AUG 12 2004
RJ: *YJM* CY: _____

We have received your document for TIB BANK OF THE KEYS and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

If the Restated Articles were adopted by the directors and do not contain any amendments requiring shareholder approval, a statement to that effect must be contained in the document.

Please return a copy of this letter along with your document to ensure proper handling.

If you have any questions concerning this matter, please either respond in writing or call (850) 245-6910.

Louise Flemming-Jackson
Document Specialist Supervisor

Letter Number: 504A00049356

**RESTATED
ARTICLES OF INCORPORATION
OF
TIB BANK OF THE KEYS**

2004 SEP 14 PM 1:00

TIB Bank of the Keys, whose original Articles of Incorporation were filed on December 28, 1973, does hereby file the following Restated Articles of Incorporation pursuant to Section 607.1007 of the Florida Business Corporation Act. The undersigned, acting as directors for the purpose of forming a corporation under and by virtue of the laws of the State of Florida, adopt the following Restated Articles of Incorporation.

ARTICLE I

The name of the corporation shall be TIB Bank of the Keys and its initial place of business shall be 99451 Overseas Highway, Key Largo, Florida 33037-7808.

ARTICLE II

This corporation shall exist perpetually, commencing December 28, 1973.

ARTICLE III

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 IV

The total number of shares authorized to be issued by the corporation shall be 5,000,000 shares of common stock, with a par value of \$1.25 per share.

ARTICLE V


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

ARTICLE VI

The number of directors shall be the number from time to time fixed by the shareholders or by the directors, in accordance with the provisions of the Bylaws of the corporation, but at no time shall the number of directors be fewer than five (5). A majority of the full board of directors may, at any time during the years following the annual meeting of shareholders, increase the number of

directors by not more than two and appoint persons to fill resulting vacancies. The Board of Directors of the corporation shall be divided into three classes as equal in number as may be feasible, with the term of office of one class expiring each year. At each annual meeting of shareholders, successors to the directors whose terms shall then expire shall be elected to hold office for the terms expiring at the third succeeding annual meeting. Directors shall continue in office until the end of their respective term and until his or her successor is elected and qualified or until there is a decrease in the number of directors. In the case of any vacancies, by reason of an increase in the number of directors or otherwise, it shall be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors, and each additional director shall hold office until the next annual meeting of shareholders and until his successor shall have been elected and qualified. When the number of directors has changed, any newly created directorships or any decrease in directorships shall be so assigned among the classes by a majority of the directors then in office, no less than a quorum, as to make all classes as equal in number as may be feasible. No decrease in the number of directors shall shorten the term of an incumbent director.

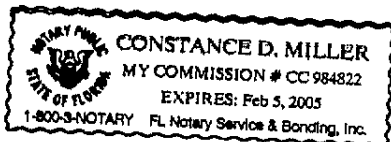
In witness of the foregoing, the undersigned has executed these Restated Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribe thereto and hereunto set his hand and seal this 10 day of June, 2004.

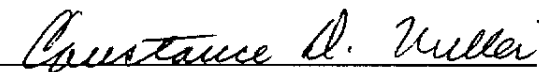


Edward V. Lett

STATE OF FLORIDA)
COUNTY OF MONROE)

The foregoing instrument was acknowledged before me this 10 day of June, 2004, by Edward V. Lett.




Printed Name: CONSTANCE D. MILLER
Notary Public - State of Florida at Large

Personally known ☒ or Produced Identification ☐
Type of Identification Produced _____

APPROVAL

Approved by the Florida Office of Financial Regulation this 25th day of June,
2004.

David B. Charley

Tallahassee, Florida

CERTIFICATION OF SHAREHOLDER APPROVAL

I hereby certify that the foregoing Restated Articles of Incorporation were duly adopted by the holder of all of the outstanding shares of Common Stock, being the sole person entitled to vote on the Restated Articles of Incorporation on February 24, 2004, and the number of votes cast for the Restated Articles of Incorporation by such shareholder was sufficient for approval by that shareholder.

IN WITNESS WHEREOF, the undersigned Chief Executive Officer of this Corporation has executed the foregoing Certificate effective June 10, 2004.

TIB BANK OF THE KEYS



Edward V. Lett
Chief Executive Officer