

442852

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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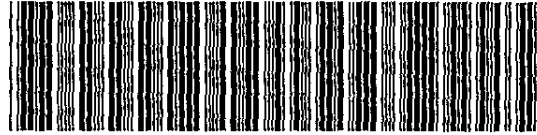
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Amendment & Name Change
LPS
2-8-05

INTEROFFICE
COMMUNICATION



OFFICE OF FINANCIAL
REGULATION

Don B. Saxon
Director

DATE: February 3, 2005

TO: Louise Fleming-Jackson, Bureau of Corporations, Secretary of State

FROM: *DMK* Donald M. Kelly, Bureau of Bank Regulation, Office of Financial Regulation

SUBJECT: Article Amendment, TIB Bank of the Keys

In response to your correspondence of January 24, 2004, please file the attached article amendment and make the following distribution of certified copies:

- (1) Return one (1) copy to: Office of Financial Regulation
Bureau of Bank Regulation
200 East Gaines Street
Tallahassee, Florida 32399-0371
- (2) Mail one (1) copy to: John P. Greeley, Esq.
Smith MacKinnon, PA
Attorneys at Law
Post Office Box 2254
Orlando, Florida 32802-2254

Your correspondence of January 24, 2005, copy attached, indicated that the article amendment had been sent to you directly for filing, instead of to the Office of Financial Regulation. You also noted receipt of a check for \$52.50. We presume that you have retained the check and will apply it to filing fees and certified copies. If you have any questions, please contact me at 410-9521.

Attachments

cc: Area Financial Manager, Miami (with a copy of the articles to be filed)
Federal Deposit Insurance Corporation, Atlanta, Georgia (with a copy of the articles to be filed)

RECEIVED
05 FEB -7 AM 9:32
DIVISION OF CORPORATIONS

SMITH MACKINNON, PA

PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

SUITE 800
CITRUS CENTER
255 SOUTH ORANGE AVENUE
ORLANDO, FLORIDA 32801

POST OFFICE BOX 2254
ORLANDO, FLORIDA 32802-2254

TELEPHONE (407) 843-7300
FACSIMILE (407) 843-2448
E-MAIL: JPG7300@AOL.COM

JOHN P. GREELEY

January 17, 2005

Florida Secretary of State
Division of Corporations
Bureau of Corporate Records
409 E. Gaines Street
Tallahassee, FL 32399

Re: TIB Financial Corp.

Dear Sir/Madam:

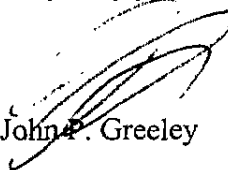
Enclosed are the following documents relating to the above-referenced corporation:

1. Original and two copies of Articles of Amendment to the Restated Articles of Incorporation of the Company.
2. A check in the amount of \$52.50 (\$35.00 for filing fee and \$17.50 for two certified copies of the Articles of Amendment to the Articles of Incorporation).

Please file the enclosed document as soon as possible and return to us a certified copy of the Amendment. If you have any questions regarding the enclosed, please do not hesitate to call me at your convenience.

Thank you for your assistance.

Very truly yours,



John P. Greeley

JPG:erw

Enclosures

Copy to: Edward V. Lett
President and Chief Operating Officer
TIB Financial Corp.



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

January 24, 2005

David Burgess
% OFFICE OF FINANCIAL REGULATION
200 East Gaines Street
Tallahassee, FL 32399-0371

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

We have received your document for TIB BANK OF THE KEYS and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Pursuant to section 655.043, Florida Statutes, a bank, industrial savings bank, trust company, or savings association may not amend its articles of incorporation without written approval of the Office of Financial Institutions. Their address is :

Office of Financial Institutions
200 E. Gaines St.
Tallahassee, FL 32399-0371.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6910.

Louise Flemming-Jackson
Document Specialist Supervisor

Letter Number: 105A00004666

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
TIB BANK OF THE KEYS**

Pursuant to Section 607.1006, Florida Statutes, the Articles of Incorporation of TIB Bank of the Keys are hereby amended as follows:

FIRST: Article I of the Articles of Incorporation is hereby amended by deleting the text thereof in its entirety and substituting the following in lieu thereof:

The name of the corporation shall be TIB Bank and its place of business shall be at 99451 Overseas Highway, in the City of Key Largo, in the County of Monroe and State of Florida.

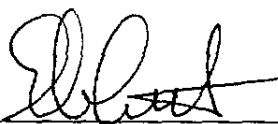
SECOND: Article VI of the Articles of Incorporation is hereby amended by deleting the text in its entirety and substituting the following in lieu thereof:

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 two 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 second 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.

THIRD: The foregoing amendments were adopted by the holders of all the outstanding shares of common stock, being the sole voting group entitled to vote on the amendments, on December 22, 2004 and the number of votes cast for the amendments was sufficient for approval by the holders of common stock.

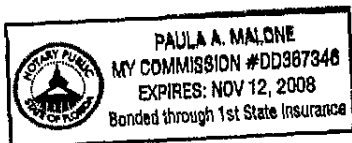
IN WITNESS WHEREOF, the undersigned has caused these Articles of Amendment to Articles of Incorporation to be executed and attested to by its duly authorized officer as of this ____ day of January, 2005.

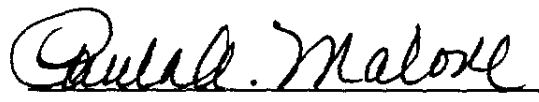
TIB BANK OF THE KEYS

By: 
Edward V. Lett
President and Chief Executive Officer

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 3rd day of January, 2005, by Edward V. Lett, as President and Chief Executive Officer of TIB Bank of the Keys, a Florida banking corporation.

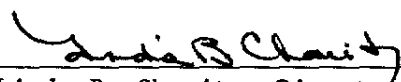



Printed Name: _____
Notary Public, State of Florida

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

APPROVAL

Approved by the Florida Office of Financial Regulation this 3rd day of February, 2005.


Linda B. Charity, Director, Financial Institutions
Tallahassee, Florida
Office of Financial Regulation