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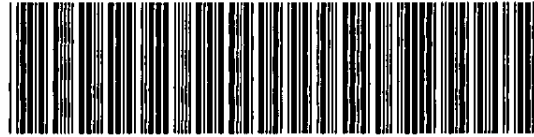
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TALLAHASSEE, FLORIDA

*Amend
Tlews
12-8-08*

**INTEROFFICE
COMMUNICATION**



**OFFICE OF FINANCIAL
REGULATION**

DATE: December 8, 2008

TO: Karon Beyer, Department of State
Division of Corporations - Bureau of Commercial Recordings

FROM: Bruce Ricca, Licensing and Chartering

SUBJ: TIB Bank
Naples, Collier County, Florida
(Proposed New Bank)

Please file the attached Amended Articles of Incorporation for the above-referenced institution, using DECEMBER 8, 2008, as the filing date and the effective date.

Please make the following distribution of certified copies:

- (1) One ^{cc} copy to: Bruce Ricca
Office of Financial Regulation
Licensing & Chartering
200 East Gaines Street
Tallahassee, FL 32399-0371
- (2) One ^{cc} copy to: Mr. John P. Greeley
Smith Mackinnon, P. A.
Post Office Box 2254
Orlando, Florida 32802-2254
- (3) One copy to: Mr. David Crumby
(uncertified) Federal Deposit Insurance Corporation
10 Tenth Street, N. E.
Suite 800
Atlanta, Georgia 30309-3906

Also attached is a check that represents payment of the filing fees, charter tax and certified copies. If you have any questions, please call 410-9528.

**ARTICLES OF AMENDMENT
TO
RESTATED ARTICLES OF INCORPORATION
OF
TIB BANK**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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

The general nature of the business to be transacted shall be that of the general commercial banking business, with the right and authority to engage in trust business and act as a fiduciary to the fullest extent permitted by law, and 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.

SECOND: The foregoing amendment was adopted by the holder of all of the outstanding shares of common stock, being the sole voting group entitled to vote on the amendment, on August 28, 2008 and the number of votes cast for the amendment was sufficient for approval by the holder of common stock.

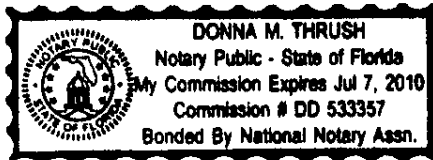
IN WITNESS WHEREOF, the undersigned has caused these Articles of Amendment to the Restated Articles of Incorporation to be executed and attested to by its duly authorized officer as of this 23 day of September, 2008.

TIB BANK

By: Michael D. Carrigan
Michael D. Carrigan
President and Chief Executive Officer

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 23 day of Sept., 2008, by Michael D. Carrigan, as President and Chief Executive Officer of TIB Bank, a Florida banking corporation.



Printed Name: Donna M. Thrush
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 OCTOBER, 2008.

Linda B. Charity

Linda B. Charity
Director, Division of Financial Institutions