

628109

HOLLAND & KNIGHT

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|----------------------------|----------|
| Requestor's Name | |
| 315 SOUTH CALHOUN STREET | |
| Address | |
| Tallahassee, Florida 32301 | |
| City/State/Zip | Phone # |
| | 224-7000 |

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Citrus & Chemical Bancorporation
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

FILED
98 MAR 26 PM 3:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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-03/26/98-01052-023
*****87.50 *****87.50

☒ Walk in

☒ Pick up time

4:00

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

| NEW FILINGS | |
|--------------------------|-------------------|
| <input type="checkbox"/> | Profit |
| <input type="checkbox"/> | NonProfit |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|-------------------------------------|--|
| <input checked="" type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R.A., Officer/ Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input type="checkbox"/> | Merger |

| OTHER FILINGS | |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/ QUALIFICATION | |
|-----------------------------|---------------------|
| <input type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

98 MAR 26 AM 11:35
DIVISION OF CORPORATION

3/26
Jon Amend

Examiner's Initials

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TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
CITRUS & CHEMICAL BANCORPORATION, INC.**

Pursuant to Section 607.1003 of the Florida Business Corporation Act, the Articles of Incorporation of CITRUS & CHEMICAL BANCORPORATION, INC., a Florida corporation, shall be amended as follows:

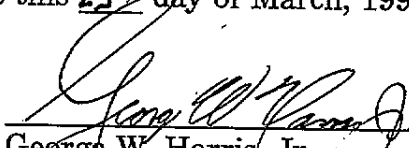
Article V of the Articles of Incorporation shall be deleted in its entirety and the following shall be substituted in its place:

"ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the Corporation is authorized to have outstanding at any one time is 10,000,000 shares of common stock, without par value, of which 9,000,000 shares shall be Class A shares and 1,000,000 shares shall be Class B shares. The Class A and Class B shares shall be identical and together be entitled to receive the net assets of the Corporation upon dissolution, except that the Class A shares shall have no right to vote (unless required by law) and the Class B shares shall have unlimited voting rights. Each share of common stock outstanding at the effective date of this Amendment to Article V of the Articles of Incorporation is automatically converted into one share of Class B voting stock without par value. The consideration to be paid for each share shall be as fixed by the Board of Directors, and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation with a value, in the judgment of the directors, equivalent to or greater than the full value of the shares."

The foregoing amendment, which was recommended to the shareholders by the board of directors of the Corporation, was adopted on March 25, 1998, pursuant to Section 607.1003, Florida Statutes, by a sufficient number of votes cast in favor of adopting the foregoing amendment by the shareholders of the Corporation present at a properly noticed annual meeting at which a quorum was present.

IN WITNESS WHEREOF, the undersigned Chairman and President of the Corporation has executed this instrument this 25th day of March, 1998.



George W. Harris, Jr.,
Chairman and President