

628109

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

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99 MAY 19 PM 12:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

1. Citrus & Chemical Bancorporation, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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☐ Mail-out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Private
<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

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*****43.75 *****43.75

J. G. COULLETTE MAY 19 1999

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"/>	Restatement

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 10,200,000 shares of common stock, no par value, of which 9,000,000 shares shall be Class A shares, 1,000,000 shares shall be Class B shares and 200,000 shares shall be Class C shares. The Class A, Class B and Class C shares shall be identical and together be entitled to receive the net assets of the Corporation upon dissolution, except that (i) the Class A shares shall have no right to vote (unless required by law), the Class B shares and the Class C shares shall have unlimited voting rights; (ii) in case a dividend is declared by the Corporation, each share of outstanding Class C stock shall be entitled to receive a dividend the amount of which shall be equal to ten times the amount of dividend received by each share of Class A or Class B stock; and (iii) upon the dissolution of the Corporation, each share of outstanding Class C stock shall be entitled to receive a distribution equal to ten times the amount of distribution received by each share of Class A or Class B stock. Class C stock shall be restricted in that it can only be held by (i) the Corporation; (ii) the Citrus & Chemical Bank Employee Stock Ownership and Savings Plan and Trust (the "Plan"); (iii) any current employee of the Citrus & Chemical Bank (the "Bank"); and (iv) any former employee of the Bank.

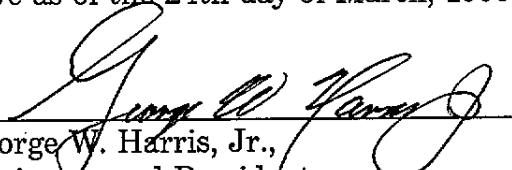
The total of 594,750 shares of common stock outstanding as of the effective date of this Amendment to Article V of the Articles of Incorporation which shares constitute part of the assets of the Plan, of which shares 535,275 shares are Class A shares and 59,475 shares are Class B shares, shall be automatically converted into Class C shares at the ratio of one share of Class B stock and nine shares of Class A stock for one share of Class C stock. The total number of shares of common stock outstanding which shares constitute part of the assets of the Plan shall, upon such conversion, be 59,475 shares of Class C stock.

The consideration to be paid for each share of common stock of the Corporation 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 judgement 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 24, 1999, 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 effective as of the 24th day of March, 1999.


George W. Harris, Jr.,
Chairman and President

LAK-163221.4