

F85196

Inter-Office
Communication

Comptroller of Florida
Division of Banking

DATE: December 31, 1997

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

FROM: Bruce Ricca, Licensing and Chartering *BR*

SUBJ: HARRIS TRUST/BANK OF MONTREAL
West Palm Beach, Palm Beach County
(CONVERSION TO A STATE-CHARTERED BANK)

000002392780--9
-01/07/98--01071--006
****192.50 ****192.50

Please file the attached Amendment to the Articles of Incorporation for the above-referenced institution, using **JANUARY 2, 1998**, as the effective date.

Please make the following distribution of certified copies:

- (1) One copy to: Division of Banking
Office of Licensing and Chartering
- (2) One copy to: Federal Deposit Insurance Corporation
Division of Supervision
500 West Monroe Street, Suite 3600
Chicago, Illinois 60661
ATTN: Richard Gilloffo
- (3) One copy to: Mr. Bruce H. Roberson
Holland & Knight
Post Office Box 1288
Tampa, Florida 33601-1288

FILED
98 JAN -2 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Also attached is a check which represents payment of the filing fees, charter tax and certified copies. If you have any questions, please call 414-8066.

CORAPARNAM

cc: Bureau of Financial Institutions - District I

*Amended & Restated
Articles w/ NC
LFS 1-2-98*

FILED	35.00
R. AGENT	
CERT. COPY	157.50
CUS	
OVERPAYMENT	
TOTAL	192.50

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
HARRIS TRUST/BANK OF MONTREAL

FILED

98 JAN -2 AM 9:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Originally Incorporated As
Harris Trust Company of Florida
By the Department of State
On
June 14, 1982

Harris Trust/Bank of Montreal, a banking corporation organized and existing under the laws of the State of Florida, hereby certifies that the following Amended and Restated Articles of Incorporation containing amendments requiring shareholder approval was approved by the board of directors of the corporation on December 8, 1997, and by unanimous written consent of the holders of all the outstanding shares of common stock of the corporation on December 8, 1997:

ARTICLE I
NAME; ADDRESS

The name of the corporation is Harris Trust/Bank of Montreal and its initial place of business is 777 South Flagler Drive, the City of West Palm Beach, in the County of Palm Beach and State of Florida.

ARTICLE II
NATURE OF BUSINESS

The general nature of business to be transacted by the corporation shall be that of a general commercial banking and trust business with all the rights, powers and privileges granted and conferred by the Florida Banking Code regulating the organization, powers and management of banking corporations.

ARTICLE III
CAPITAL STOCK

The total number of shares authorized to be issued by the corporation shall be Fifty Thousand (50,000) shares. Such shares shall be of a single class and shall have a par value of Twenty Dollars (\$20.00) per share. The total capital accounts will not be less than Five Million Five Hundred Thousand Dollars (\$5,500,000).

Holders of common stock shall not have preemptive rights to subscribe for any additional shares of common stock or other

securities of the corporation (including stocks, bonds, notes or debentures) convertible into common stock of the corporation.

ARTICLE IV DURATION

The existence of the corporation began on June 14, 1982. The term for which the corporation shall exist shall be perpetual unless terminated pursuant to the Florida Banking Code.

ARTICLE V DIRECTORS AND OFFICERS

The business and affairs of the corporation shall be managed and conducted by a Board of Directors of not less than five (5) nor more than twenty-five (25) directors, a President, who shall be a director, a Secretary, and one or more Vice Presidents and such other officers as may be designated in the bylaws of the corporation.

Directors shall be elected annually by the stockholders at their annual meeting, unless appointed by the Board of Directors to fill a vacancy; provided, however, that if so authorized by the holders of a majority of the common stock of the corporation by appropriate action at the next preceding annual meeting, a majority of the full Board of Directors may, at any time during the year following the annual meeting of stockholders in which such action has been authorized, increase the number of directors within the limits specified above, and appoint persons to fill the resulting vacancies, provided that in any one year not more than two (2) such additional directors shall be authorized pursuant to this provision.

ARTICLE VI INDEMNIFICATION

This corporation shall indemnify any party who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by, or in the right of, the corporation), by reason of the fact that he is or was a director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, including any appeal thereof, if he acted in good faith and in a manner he

reasonably believed to be in, or not opposed to, the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interests of the corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

This corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees), actually and reasonably incurred by him in connection with the defense or settlement of such action or suit, including any appeal thereof, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the corporation.

Any indemnification made under the first two paragraphs of this Article may only be made upon a determination that the indemnification is proper. Such determination shall be made: (1) by the Board of Directors pursuant to a majority vote of a quorum consisting of directors who were not parties to the action, suit or proceeding; (2) by independent legal counsel in a written opinion pursuant to the request of a quorum of disinterested directors; or (3) by the shareholders pursuant to a majority vote of a quorum consisting of shareholders who were not parties to the action, suit or proceedings.

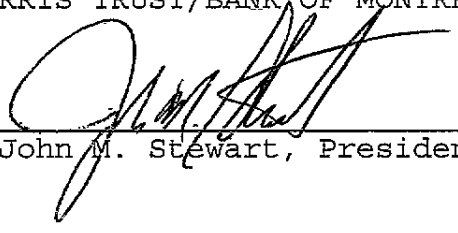
The corporation shall pay in advance of the final determination of any action, suit or proceeding all expenses of any director, officer, employee, or agent if a preliminary determination is made that the director, officer, employee or agent meets the requirements for indemnification set forth above.

The corporation may make any other or further indemnification, except an indemnification against gross negligence or willful misconduct, under any bylaw, agreement, vote of shareholders or vote of disinterested directors. The corporation shall purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability

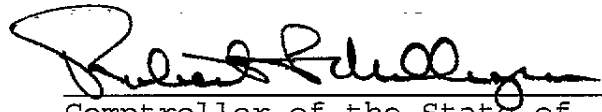
asserted against him, whether or not the corporation would have the power to indemnify him against such liability under the preceding provisions of this Article.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 8th day of December, 1997.

HARRIS TRUST/BANK OF MONTREAL

By 
John M. Stewart, President

APPROVED by the Department of Banking and Finance this 12TH day of December, 1997, Tallahassee, Florida.


Comptroller of the State of
Florida and Head of the
Department of Banking and Finance