

H34389

Inter-Office
Communication

Comptroller of Florida
Division of Banking

DATE: January 16, 1997

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-01/21/97--01046--008
****192.50 ****192.50

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

FROM: Bruce Ricca, Licensing and Chartering *BR*

SUBJ: MERCANTILE BANK OF NAPLES, Collier County
Name Change to **MERCANTILE BANK OF SOUTHWEST FLORIDA**
Name Reservation # R96000005177

Please file the attached Amendment to the Articles of Incorporation for the above-referenced institution, using **TODAY'S DATE**, 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 Reserve Bank of Atlanta
104 Marietta Street, N.W.
Post Office Box 1731
Atlanta, Georgia 30303-1731
- (3) One copy to: Mr. Russell R. Kempker, Jr.
Mercantile Bank of Southwest Florida
Post Office Box 413042
Naples, Florida 33941

FILED
97 JAN 16 PM 1:21
35.00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILING
R. AGENT
CERT. COPY 157.50
CUS
OVERPAYMENT
TOTAL 192.50

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.

cc: Bureau of Financial Institutions - District II

Name Change
LFT
12-17-96

**AMENDMENT OF
ARTICLES OF INCORPORATION OF
MERCANTILE BANK OF NAPLES**

FILED

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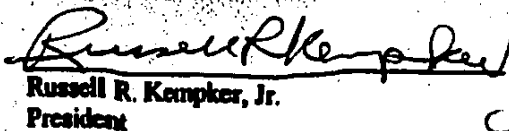
**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned officers of **MERCANTILE BANK OF NAPLES**, Naples, Florida, do hereby certify that the Board of Directors of said financial institution approved and proposed to the shareholders thereof, amendment to Article I of the Articles of Incorporation as set out herein, and that thereafter on the 16th day of December, A.D. 1996 at a special meeting of the shareholders called and held in compliance with Section 607.1006, Florida Statutes, and with the Articles of Incorporation and bylaws of said corporation at its office in Naples, Florida, at which meeting the holders of a majority of the outstanding capital stock of said corporation were present. There is only one class of stock, and a majority, which was sufficient for approval, approved the amendment changing the name of the corporation to **MERCANTILE BANK OF SOUTHWEST FLORIDA** and amending Article I of the Articles of Incorporation so that, effective January 15, 1997, in lieu of its present language it shall read:

ARTICLE I

The name of the corporation shall be: **MERCANTILE BANK OF SOUTHWEST FLORIDA** and its place of business, now known as its initial place of business, shall be 2375 Tamiami Trail North in the City of Naples, in the County of Collier, and the State of Florida.

(Corporate Seal)

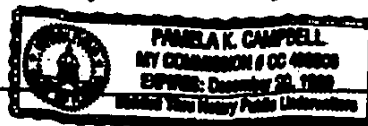

Russell R. Kempker, Jr.
President


Cashier

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 18 day of December, A.D.
1996.


Notary Public -- State of Florida at
Large -- My Commission Expires:



Approved by the Department of Banking and Finance this 15TH day of JANUARY, 1997.


ROBERT F. MILLIGAN
Comptroller of Florida