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Amended & Restated
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**INTEROFFICE
COMMUNICATION**



**OFFICE OF FINANCIAL
REGULATION**

Don B. Saxon
Commissioner

DATE: January 25, 2005

TO: Louise Flemming-Jackson, Bureau of Corporations, Secretary of State

FROM: Teresa L. Crawford, Bureau of Bank Regulation

SUBJECT: Bank of St. Petersburg – Article Amendment

The purpose of the attached article amendment is to change the bank's principal place of business. Please file this amendment and make the following distribution of certified copies:

- 1) Return one (1) copy to:
- Office of Financial Regulation
Fletcher Building, Suite 636
200 East Gaines Street
Tallahassee, Florida 32399-0371
- 2) Mail two (2) copies to:
- Mr. Anthony F. Gonzalez, Chairman
Bank of St. Petersburg
One Tampa Center, Suite 100
201 North Franklin Street
Tampa, Florida 33602

Enclosed is a check for \$61.25 for the certified copies and the filing fee. If you have any questions, please contact me at 410-9287.

Attachments

cc: Area Financial Manager, Tampa

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF**

BANK OF ST. PETERSBURG

ARTICLE I – NAME AND OFFICE

The name of the corporation is BANK OF ST. PETERSBURG ("Corporation"), and its principal place of business shall be at One Tampa City Center, Suite 100, 201 North Franklin Street, Tampa, Hillsborough County, Florida.

ARTICLE II – PURPOSE AND POWERS

The general nature of business to be transacted by this corporation shall be that of a general commercial banking business with all the rights, powers, and privileges granted and conferred by the Florida Financial Institutions Codes, regulating the powers and management of banking corporations.

ARTICLE III – TERM

The Corporation is to have perpetual existence unless its existence is terminated pursuant to Florida Financial Institutions Codes.

ARTICLE IV – CAPITAL STOCK

The total number of shares of capital stock which the corporation shall have authority to issue is 600,000 shares, all of which shall be common stock of par value of \$2.00 per share. The shares may only be issued by approval of the Stockholders, subject to any other approvals required by governing law, rule, or regulation. The consideration for the issuance of the shares shall be paid in full in cash before the issuance and shall not be less than the par value.

ARTICLE V – DIRECTORS

Section 1: The business and affairs of this corporation shall be managed and conducted by a Board of not less than five (5) Directors. The number of directors may be increased by a majority vote of the Stockholders who may also appoint persons to fill the resulting vacancies. A majority of the full Board of Directors may, at any time during the year following the annual meeting of Stockholders, increase the number of directors by not more than two and appoint persons to fill the resulting vacancies.

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Section 2: Any vacancies on the Board of Directors for any reason may be filled by the Stockholders, but if not so filled, then by Board of Directors, acting by a majority of the directors then in office, although less than a quorum.

ARTICLE VI – SPECIAL VOTING AND CONCURRENCE PROVISIONS

The power and authority to adopt, amend, alter, or repeal the Corporation's Bylaws shall be vested solely in the Stockholders.

IN WITNESS WHEREOF, said Bank of St. Petersburg, has caused these Amended and Restated Articles of Incorporation to be signed by its Chairman of the Board and attested by its Secretary, this 16th day of December, 2004.

By Anthony F. Gonzalez
Anthony F. Gonzalez, Chairman of the Board

ATTEST:

By Ceil Read
Ceil Read, Secretary

(CORPORATE SEAL)

The foregoing Amended and Restated Articles of Incorporation of Bank of St. Petersburg are hereby approved this 21st day of January, 2004.
2005

By Linda B. Charity
Linda B. Charity, Director, Financial Institutions
Office of Financial Regulation

**CERTIFICATE OF ADOPTION
OF
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BANK OF ST. PETERSBURG**

Pursuant to the provisions of Florida Statute 607.1007, Bank of St. Petersburg, a Florida corporation, adopts the attached amended and restated articles of incorporation, which includes the following amendment to its amended and restated articles of incorporation:

FIRST: Article I, Name and Office, is deleted in its entirety and replaced with the following new Article I, Name and Office:

The name of the corporation is BANK OF ST. PETERSBURG ("Corporation"), and its principal place of business shall be at One Tampa City Center, Suite 100, 201 North Franklin Street, Tampa, Hillsborough County, Florida.

SECOND: The amendment does not provide for an exchange, reclassification, or cancellation of issued shares.

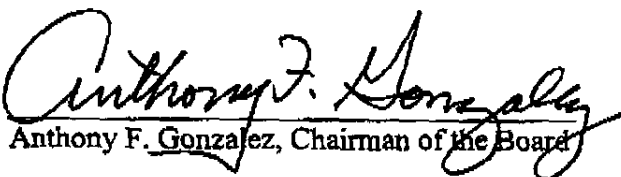
THIRD: The date of the amendment's adoption was July 15, 2004.

FOURTH: The amendment's adoption was approved by the sole shareholder. The number of votes cast for the amendment was sufficient for approval.

Signed this 16th day of December, 2004.

Bank of St. Petersburg

By:


Anthony F. Gonzalez, Chairman of the Board