

# H81217

Inter-Office  
Communication



Robert F. Milligan  
Comptroller of Florida

DATE: December 7, 1998  
TO: Louise Flemming-Jackson, Bureau of Corporations, Secretary of State  
FROM: *WJC* Wendy Capron, Division of Banking, Bureau of Financial Institutions, District 1  
SUBJECT: Madison Bank - Article Amendment

800002708698--4

-12/10/98--01001--006

Please file the attached article amendment and make the following distribution of certified copies: \*\*\*\*\*43.75 \*\*\*\*\*43.75

(1) Return one (1) copy to:

Division of Banking  
Bureau of Financial Institutions, District 1  
Fletcher Building, Suite 636

(2) Mail one (1) copy to:

A. George Igler, Esq.  
Igler & Dougherty, P. A.  
1501 Park Avenue, East  
Tallahassee, Florida 32301

FILED  
98 DEC -9 AM 11:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The purpose of the amendment is to reduce the par value of the common stock from \$5.50 per share to \$1.10 per share, in order to effect a stock split. Robert B. McGivney, who signed the amendment for the bank, is a director. A vote by the shareholders was not required. Also attached are two checks, which represent payment for filing fees and certified copies. If you have any questions, please contact me.

Attachments

cc: Area Financial Manager, Tampa (with copy of articles to be filed)

800002708698--4

-12/10/98--01001--007

\*\*\*\*\*8.75 \*\*\*\*\*8.75

*Amend  
LFG 12-10-98*

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF MADISON BANK**

FILED  
98 DEC -9 AM 11:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 and Section 658.23 *Florida Statutes*, Madison Bank, a Florida banking corporation adopts the following Articles of Amendment to its Articles of Incorporation.

**Amendment adopted:** Article V, Section 1. of the Amended and Restated Articles of Incorporation originally filed with the Secretary of State of the State of Florida on June 27, 1997, is hereby amended to read as follows:

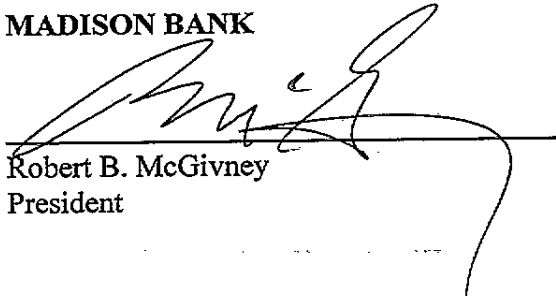
**ARTICLE V - Capital Stock**

Section 1. The Corporation is authorized to issue a total of five million (5,000,000) shares of capital stock, three million (3,000,000) of which shall be shares of common stock with a par value of \$1.10, and two million (2,000,000) of which shall be shares of convertible preferred shares, with a par value of \$1.00.

In accordance with Section 607.1003, *Florida Statutes*, the foregoing Articles of Amendment were proposed and approved by the Board of Directors of the Corporation at a duly called meeting of the Board of Directors held on September 17, 1998. This amendment does not adversely affect the rights or preferences of the holders of outstanding shares of any class or series of Madison Bank shares and does not result in any change in the authorized shares after the amendment.

**IN WITNESS WHEREOF**, the undersigned authorized officer of Madison Bank executed these Articles of Amendment on this 30<sup>th</sup> day of September 1998.


**MADISON BANK**

  
Robert B. McGivney  
President

Attest: Arlene V. Phillips

Arlene V. Phillips  
Assistant Secretary

Approved by the Department of Banking and Finance this 7th day of December, 1998,  
at Tallahassee, Florida.

  
ROBERT F. MILLIGAN

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