

J69169



Inter-Office
Communication

Robert F. Milligan
Comptroller of Florida

DATE: April 30, 1997
TO: Louise Flemming-Jackson, Bureau of Corporations, Secretary of State
FROM: Wendy Capron, Division of Banking, Bureau of Financial Institutions, District 1
SUBJECT: Tri-County Bank - Article Amendment

000002168070--7
-05/06/97--01105--019
****192.50 ****192.50

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

- (1) Return one (1) copy to: Division of Banking
Bureau of Financial Institutions, District
Fletcher Building, Suite 636
101 East Gaines Street
- (2) Mail one (1) copy to: John H. Ferguson, President
Tri-County Bank
Post Office Box 797
Trenton, Florida 32693
- (3) Mail one (1) copy to: Federal Deposit Insurance Corporation
Marquis I Building, Suite 1200
245 Peachtree Center Avenue, N.E.
Atlanta, Georgia 30303

FILED
97 APR 30 PM 1:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Also attached is a check which represents payment for filing fees and certified copies. If you have any questions, please contact me.

Amend
NFT
5-2-97

Attachments

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

FILING 35.00
R. AGENT _____
CERT. COPY 157.50
CUS _____
OVERPAYMENT _____
TOTAL 192.50

FILED

97 APR 30 PM 1:32

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
TRI-COUNTY BANK,
A FLORIDA BANKING CORPORATION

PURSUANT TO THE PROVISIONS OF 607.1001 AND 607.1006, FLORIDA STATUTES, THIS CORPORATION, WHOSE CHARTER IS DATED MAY 22, 1987, ADOPTS THE FOLLOWING ARTICLES OF AMENDMENT TO ITS ARTICLES OF INCORPORATION:

FIRST: AMENDMENT ADOPTED: ARTICLE THREE (3) OF THE ARTICLES OF INCORPORATION OF TRI-COUNTY BANK, A FLORIDA BANKING CORPORATION, PROVIDES:

ARTICLE III

SECTION 1. THE TOTAL NUMBER OF SHARES TO BE ISSUED BY THE CORPORATION SHALL BE 150,000 THE PAR VALUE OF WHICH SHALL BE \$16.00.

SECOND: SAID ARTICLE THREE (3) AS PREVIOUSLY FILED ON APRIL 24, 1987 WITH THE SECRETARY OF STATE IS HEREBY DELETED AND REPLACED WITH THE FOLLOWING ARTICLE THREE (3):

THE AGGREGATE AMOUNT OF THE TOTAL AUTHORIZED CAPITAL STOCK OF THIS BANK IS FOUR MILLION AND 00/100 DOLLARS (\$4,000,000.00) OF COMMON STOCK TO BE DIVIDED INTO TWO HUNDRED FIFTY THOUSAND SHARES OF THE PAR VALUE OF SIXTEEN AND 00/100 DOLLARS (\$16.00) EACH. SUCH STOCK MAY BE ISSUED FROM TIME TO TIME WITHOUT ACTION BY THE STOCKHOLDERS, FOR SUCH CONSIDERATION AS MAY BE FIXED FROM TIME TO TIME BY THE BOARD OF DIRECTORS, AND SHARES SO ISSUED, THE FULL CONSIDERATION FOR WHICH HAS BEEN PAID OR DELIVERED, SHALL BE DEEMED FULLY PAID STOCK AND THE HOLDER OF SUCH SHARES SHALL NOT BE LIABLE FOR ANY FURTHER PAYMENT.

THIRD: THE EFFECTIVE DATE OF THIS AMENDMENT'S ADOPTION SHALL BE THE DATE THAT IT WAS DULY ADOPTED BY THE SHAREHOLDERS OF SAID CORPORATION, WHICH WAS MARCH 18, 1997.

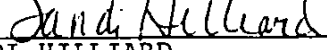
FOURTH: ADOPTION OF AMENDMENT: THE AMENDMENT WAS APPROVED BY THE SHAREHOLDERS ON MARCH 18, 1997. THE NUMBER OF VOTES CAST BY THE SHAREHOLDERS FOR THE AMENDMENT WAS SUFFICIENT FOR APPROVAL. THE SHAREHOLDERS VOTED AS ONE (1) GROUP AND THE AMENDMENT WAS NOT VOTED ON BY SEPARATE VOTING GROUPS (THERE BEING BUT ONE VOTING GROUP). THE AMENDMENT WAS ALSO APPROVED BY THE BOARD OF DIRECTORS. THE NUMBER OF VOTES CAST BY THE DIRECTORS FOR THE AMENDMENT WAS SUFFICIENT FOR APPROVAL.

SIGNED THIS 18TH DAY OF MARCH, 1997.

TRI-COUNTY BANK,
A FLORIDA BANKING CORPORATION


BY:  (SEAL)
JOHN H. FERGUSON
ITS PRESIDENT

(CORPORATE SEAL)

BY:  (SEAL)
SANDI HILLIARD
ITS CASHIER

STATE OF FLORIDA
COUNTY OF GILCHRIST

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED BEFORE ME THIS 18TH DAY OF MARCH, 1997 BY JOHN H. FERGUSON, AS PRESIDENT, AND BY SANDI HILLIARD, AS CASHIER, OF TRI-COUNTY BANK, A FLORIDA BANKING CORPORATION, ON BEHALF OF THE CORPORATION, WHO ARE EACH PERSONALLY KNOWN TO ME AND DID NOT TAKE AN OATH.



Tri-County Bank

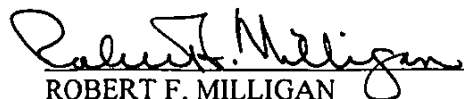
Name of Institution

#934

Charter Number

Approved by the Department of Banking and Finance this 29th day of

April, 1997.



ROBERT F. MILLIGAN
Comptroller of the State of Florida
and Head of the Department of
Banking and Finance