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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Restated Articles

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**INTEROFFICE
COMMUNICATION**



**OFFICE OF FINANCIAL
REGULATION**

Don B. Saxon
Commissioner

DATE: September 22, 2006
TO: Susan Payne, Division of Corporations, Secretary of State
FROM: Teresa L. Crawford, Bureau of Bank Regulation
SUBJECT: First Bank of Jacksonville – Restated Articles

The purpose of the attached Restated Articles is:

To increase the total number of authorized shares from 500,000 to 5,000,000.

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 one (1) copy to:

Mr. John P. Greeley, Esquire
Smith Mackinnon, PA
Post Office Box 2254
Orlando, Florida 32802-2254

Enclosed is a check for \$52.50 for the certified copies and the filing fee. If you have any questions, please contact me at 410-9689.

Attachments

cc: Area Financial Manager, Tallahassee

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ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

FIRST BANK OF JACKSONVILLE

First Bank of Jacksonville, whose original Articles of Incorporation were filed by the Florida Department of State on August 31, 1988 and restated on July 25, 1990, does hereby amend and restate its Articles of Incorporation by filing the following Restated Articles of Incorporation, pursuant to Section 607.1007, of the Florida Business Corporation Act (the "Act").

ARTICLE I

Name

The name of the Corporation is First Bank of Jacksonville

ARTICLE II

Duration

The Corporation shall exist perpetually, commencing August 31, 1988.

ARTICLE III

Purpose

The general nature of the 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 organization, powers, and management of banking corporations.

ARTICLE IV

Capital Stock

A. Number and Class of Shares Authorized; Par Value

The Corporation shall have the authority to issue only one class of stock which shall consist of 5,000,000 shares of common stock having a par value of \$5.00 per share and shall be designated as "Common Stock."

B. No Preemptive Rights

No holder of shares of any class of the capital stock of the Corporation shall have as a matter of right any preemptive or preferential right to subscribe for, purchase, receive, or otherwise acquire any part of any new or additional issue of stock of any class, whether now or hereafter authorized, or any bonds, debentures, notes, or other securities of the Corporation, whether or not convertible into shares of stock of the Corporation.

C. Common Stock Voting Rights.

Each record holder of Common Stock shall be entitled to one vote for each share held. Holders of Common Stock shall have no cumulative voting rights in any election of directors of the Corporation.

ARTICLE V

Registered Office and Agent; Principal Place of Business

The street address of the registered office of the Corporation shall be 11100 San Jose Boulevard, Jacksonville, Florida 32223, and the registered agent of the Corporation at such address shall be Cynthia J. Delaparte. The principal place of business and the mailing address of the Corporation shall be 11100 San Jose Boulevard, Jacksonville, Florida 32223. The Corporation may change its registered agent, the location of its registered office, its principal place of business, or its mailing address, or any of the foregoing, from time to time without amendment of these Restated Articles of Incorporation.

ARTICLE VI

Directors

The number of Directors of this Corporation shall be the number from time to time fixed by the shareholders or by the Directors, in accordance with the provisions of the bylaws of the Corporation, but at no time shall the number of Directors be less than five. A majority of the full Board of Directors may, at any time during the year following the annual meeting of shareholders, increase the number of directors of this Corporation by not more than two and appoint persons to fill the resulting vacancies.

ARTICLE VII

Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE VIII

Amendment of Restated Articles of Incorporation

These Restated Articles of Incorporation may be amended in the manner from time to time provided by law and any right conferred upon the shareholders by any provision of these Restated Articles of Incorporation is hereby made subject to this reservation.

CERTIFICATE

The foregoing Restated Articles of Incorporation were duly adopted by the Board of Directors of the Corporation in accordance with the Act on August 23, 2006 and by the holders of the shares of Common Stock, being the sole shares entitled to vote thereon, in accordance with the Act, on August 23, 2006, and the number of votes cast for the foregoing Restated Articles of Incorporation was sufficient for approval by such holders of Common Stock.

IN WITNESS WHEREOF, the undersigned President and Chief Executive Officer of this Corporation has executed these Restated Articles of Incorporation on the 23 day of August, 2006.

FIRST BANK OF JACKSONVILLE

By: Cynthia J. Delaparte
Cynthia J. Delaparte
President and Chief Executive Officer

STATE OF FLORIDA)
COUNTY OF DUVAL)

The foregoing instrument was acknowledged before me this 30th day of August, 2006, by Cynthia J. Delaparte, President and Chief Executive Officer, of First Bank of Jacksonville, a Florida corporation, on behalf of the corporation.

Joanne C. Dickerson
Printed Name:
Notary Public, State of Florida

Personally Known ☒ or Produced Identification ☐
Type of Identification Produced _____



Joanne C. Dickerson
My Commission DD264063
Expires November 02, 2007

APPROVAL

Approved by the Florida Office of Financial Regulation this 22nd day of September, 2006.

Tallahassee, Florida

A handwritten signature in cursive script, reading "Linda B. Charity", is written over a horizontal line.

Linda B. Charity

Director, Division of Financial Institutions