

J84485

INTER-OFFICE
COMMUNICATION

ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

DATE: May 12, 1998
TO: Louise Flemming-Jackson, Bureau of Corporations, Secretary of State
FROM: Robert D. Hayes, Division of Banking, Bureau of Financial Institutions, District 1 *RL*
SUBJECT: Citrus Bank - Article Amendment

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 1
The Fletcher Building
101 East Gaines Street, Suite 636
- (2) Mail one (1) copy to: Smith, Mackinnon, Greeley, Bowdoin & Edwards
Attorneys At Law
Suite 800, Citrus Center
255 South Orange Avenue
Orlando, Florida 32801 800002541018--6
-05/29/98--01080--003
****192.50 ****192.50
- (3) Mail one (1) copy to: Federal Deposit Insurance Corporation
One Atlantic Center
1201 W. Peachtree St., Suite 1600
Atlanta, Georgia 30309-3449

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

Attachments

cc: Area Financial Manager, Orlando (with copies to be filed)

FILED
98 MAY 29 PM 1:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
RFT 5-29-98

RECEIVED

98 APR 28 AM 10:33

CASHIER'S OFFICE

ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

OF

CITRUS BANK

FILED

98 MAY 29 PM 1:37

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1006, Florida Statutes, the Articles of Incorporation of Citrus Bank are hereby amended as follows:

FIRST: Article III of the Articles of Incorporation is hereby amended by deleting the text thereof in its entirety and substituting the following in lieu thereof:

The total number of shares authorized to be issued by the corporation shall be 5,000,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$4.00 per share.

SECOND: The foregoing amendment was adopted by the holders of all the outstanding shares of common stock, being the sole voting group entitled to vote on the amendment, on April 22, 1998 and the number of votes cast for the amendment was sufficient for approval by the holders of common stock.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Amendment to Articles of Incorporation to be executed and attested to by its duly authorized officer as of this 22nd day of April, 1998.

CITRUS BANK

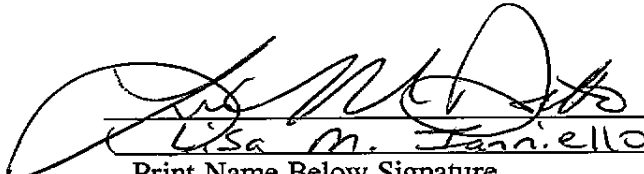
By: Randy O. Burden
Randy O. Burden
Chairman, President and Chief Executive Officer

STATE OF FLORIDA)
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 22nd day of April, 1998, by Randy O. Burden, Chairman, President and Chief Executive Officer, of Citrus Bank, a Florida banking corporation, on behalf of the corporation. He is personally known to me and did not take an oath.



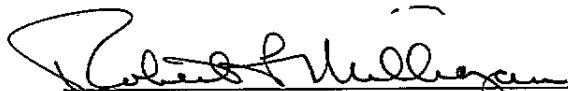
LISA M IANNIELLO
My Commission CC494591
Expires Oct. 28, 1999



Lisa M. Ianniello
Print Name Below Signature
Notary Public, State of Florida

APPROVAL

Approved by the Florida Department of Banking and Finance on this 8th day of May, 1998.



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