

# J95409

Inter-Office  
Communication



Robert F. Milligan  
Comptroller of Florida

**DATE:** November 29, 1999  
**TO:** Karon Beyer, Division of Corporations  
**FROM:** Bill Lott, Division of Banking  
**SUBJECT:** Article Amendment - Southern Exchange Bank  
Tampa, Florida

700003055277--5  
-11/29/99--01016--012  
\*\*\*\*\*52.50 \*\*\*\*\*52.50

Please file the enclosed Amendment to the Articles of Incorporation of Southern Exchange Bank, Tampa, Florida, using November 29, 1999, as the effective date.

Please make the following distribution of the certified copies:

- (1) Return one (1) copy to: Bureau of Financial Institutions, District I  
Division of Banking  
Fletcher Building, Suite 636  
101 East Gaines Street  
Tallahassee, Florida 32399-0350
- (2) Mail one (1) copy to: Kenneth V. Hallett, Esq.  
Quarles & Brady LLP  
411 East Wisconsin Avenue  
Milwaukee, Wisconsin 53202-4497

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 NOV 29 PM 2:45

Also enclosed is a check for \$52.50 representing the filing and certified copy fees. If you have any questions, please contact me at (850) 410-9111.

Enclosures

Amend  
LFT 11-29-99

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
SOUTHERN EXCHANGE BANK**

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DIVISION OF CORPORATIONS

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*Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida banking corporation adopts the following articles of amendment to its articles of incorporation:*

1. The following amendment was adopted:

RESOLVED, that Article III of the Amended and Restated Articles of Incorporation of Southern Exchange Bank (the "corporation") is amended by deleting the existing provisions of Article III, and adding the following, so that Article III will read as follows:

**ARTICLE III**

The total number of shares authorized to be issued by the corporation shall be thirty-two (32), the par value of which shall be one hundred dollars (\$100.00) each.

Upon effectiveness of the amendment creating this Article III, each of the then outstanding shares of capital stock, \$1.00 par value each, of the corporation ("Old Shares") shall be converted into shares of capital stock, \$100.00 par value each, of the corporation ("New Shares") or cash in the following manner:

- (a) each holder of Old Shares shall tender their existing shares of stock in exchange for New Shares at a ratio of one (1) New Share for each one hundred thousand (100,000) Old Shares;
- (b) no fractional shares of, or fractional share interests in, a New Share shall be issued; in lieu of the issuance of fractional shares:
  - (i) any Old Shares that would become a fractional New Share after the exchange which are held by a shareholder who will receive at least one full New Share shall be canceled and deemed a capital contribution in respect of such shareholder's New Shares;
  - (ii) any Old Shares that would become a fractional New Share after the exchange which are held by a shareholder who will not receive at least one full New Share shall be redeemed for cash in an amount equal to the number of their existing Old Shares multiplied by \$8.38; and
- (c) any shares held as treasury stock by the corporation shall be canceled;

2. FURTHER RESOLVED that the exchange of issued shares and the resulting repurchase of fractional shares shall be implemented in the manner set forth in the forgoing amendment, and shall be deemed to occur automatically upon effectiveness of this amendment, provided that the payments of the consideration set forth above into which shares are converted shall be made upon surrender of the stock certificate(s) formerly representing Old Shares.

3. The amendment was adopted on November 8, 1999.

4. The amendment was approved by the shareholders. The number of votes cast or consents given for the amendment was sufficient for approval under Florida statutes.

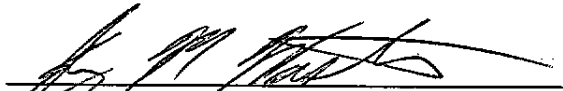
IN WITNESS WHEREOF, Southern Exchange Bank has caused these Articles of Amendment to be signed in its name by its president and cashier, and its corporate seal to be affixed this 9 day of November, 1999.

SOUTHERN EXCHANGE BANK

By: 

Richard L. Weatherby, President

ATTEST:



Kerry M. Westbrook

(Corporate Seal)

STATE OF FLORIDA                    )  
  ) SS.  
COUNTY OF HILLSBOROUGH        )

I hereby certify that on this 9 day of November, 1999, before me, the undersigned authority, personally appeared Richard L. Weatherby as president and Kerry M. Westbrook as cashier, respectively, of Southern Exchange Bank, being personally known to me, and further known to me to be the persons described in and who executed the foregoing Articles of Amendment to the Articles of Incorporation of Southern Exchange Bank, and they did severally acknowledge the execution thereof to be their free act and deed for the uses and purposes therein expressed.

**MARCY DANIELE**  
Notary Public, State of Florida  
My comm. expires Sept 2, 2001  
Comm. No. CC 676920

Marcy Daniele  
Notary Public  
Print name: Marcy Daniele  
My commission expires: Sept. 2, 2001

(Notary Seal)

Tallahassee, Florida

The foregoing amendment is hereby approved this 29 day of  
NOVEMBER, 1999.

Robert H. Milligan  
Comptroller of Florida and Head  
of the Department of Banking and  
Finance