

K15955

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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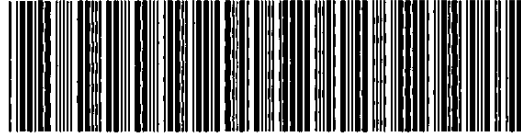
(Business Entity Name)

(Document Number)

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**SMITH MACKINNON, PA**

PROFESSIONAL ASSOCIATION  
ATTORNEYS AT LAW

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E-MAIL: [JPG7300@AOL.COM](mailto:JPG7300@AOL.COM)

JOHN P. GREELEY

July 14, 2006

***Via Federal Express***

Department of State  
Attention: Karon Beyer  
Division of Corporations  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: Orion Bancorp, Inc.

Dear Karon:

Enclosed are the following documents relating to the above-referenced corporation:

1. An original and two copies of an Amendment to the Articles of Incorporation of Orion Bancorp, Inc.
2. A check in the amount of \$52.50 (\$35.00 for filing fee and \$17.50 for two certified copies of the Articles of Amendment to the Articles of Incorporation).

Please file the enclosed document as soon as possible and return to us two certified copies of the Amendment. If you have any questions regarding the enclosed, please do not hesitate to call me at your convenience.

Thank you for your assistance.

Very truly yours,

  
John P. Greeley

JPG:erw

Enclosures

Copy to: David Sweeney, Secretary  
Orion Bancorp, Inc.

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ARTICLES OF AMENDMENT  
TO  
RESTATED ARTICLES OF INCORPORATION  
OF  
ORION BANCORP, INC.

Pursuant to Section 607.1006, Florida Statutes, the Restated Articles of Incorporation of Orion Bancorp, Inc. are hereby amended as follows:

FIRST: The first paragraph of Article III of the Restated Articles of Incorporation is hereby amended by deleting the text of such provision in its entirety and insert in lieu thereof the following:

ARTICLE III

Capital Stock

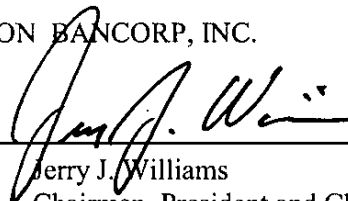
The aggregate number of shares of all classes of capital stock which this Corporation shall have the authority to issue is Twenty One Million (21,000,000), consisting of (i) Twenty Million (20,000,000) shares of common stock, par value \$.01 per share (the "Common Stock"), and (ii) One Million (1,000,000) shares of preferred stock, par value \$.01 per share (the "Preferred Stock").

SECOND: The foregoing amendment was adopted by the holders of outstanding shares of Stock, being the sole voting group entitled to vote on the amendment, on June 21, 2006, and the number of votes cast for the amendment by the shareholders in such voting group was sufficient for approval by that voting group.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Amendment to be executed and attested to by its duly authorized officer as of this 21<sup>st</sup> day of June, 2006.

ORION BANCORP, INC.

By: \_\_\_\_\_

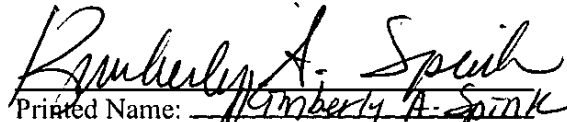


Jerry J. Williams

Chairman, President and Chief Executive  
Officer

STATE OF FLORIDA  
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 21<sup>st</sup> day of June, 2006, by Jerry J. Williams as Chairman, President and Chief Executive Officer of Orion Bancorp, Inc., on behalf of the Corporation.

  
Printed Name: Kimberly A. Spink  
Notary Public, State of Florida

Personally Known ☒ or Produced Identification ☐

Type of Identification Produced \_\_\_\_\_

