

K36051

Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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Fax Number : (850) 922-4000

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DIVISION OF CORPORATIONS

TALLAHASSEE, FLORIDA
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BASIC AMENDMENT**CNB, INC.**

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 3, 1999

CNB, INC.
P.O. BOX 3239
LAKE CITY, FL 32056

SUBJECT: CNB, INC.
REF: K36051

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Pursuant to section 655.043, Florida Statutes, a bank, industrial savings bank, trust company, or savings association may not amend its articles of incorporation without written approval of the Department of Banking and Finance. Their address is :

Department of Banking and Finance
Division of Banking
The Capitol, Suite 1401
Tallahassee, FL 32399.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H99000013307
Letter Number: 999A00030169

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION
OF
CNB, INC.

The undersigned hereby certifies as follows:

1. The name of the corporation is CNB, Inc. (the "Corporation").
2. The Amended and Restated Articles of Incorporation of the Corporation were filed on March 31, 1994.
3. Article II of the Amended and Restated Articles of Incorporation of the Corporation is hereby amended to read as follows:

ARTICLE II

NAME

The name of the Corporation is "CNB Florida Bancshares, Inc."

4. The foregoing amendment was adopted by the shareholders of the Corporation's common stock on May 19, 1999. The Corporation has no other class of voting securities.

5. The foregoing amendment was approved by the shareholders of the Corporation in accordance with Section 607.1006 of the Florida Statutes.

6. The foregoing amendment shall be effective as of June 30, 1999.

IN WITNESS WHEREOF, the undersigned Executive Vice President and Chief Financial Officer of the Corporation has executed these Articles of Amendment on the 28th day of May, 1999.

CNB, Inc.

By: G. Thomas Frankland
Name: G. Thomas Frankland
Title: Executive Vice President and
Chief Financial Officer

Prepared by Lisa Ormand Taylor, Esquire
McGuire Woods Battle & Boothe LLP
Post Office Box 4099
Jacksonville, Florida 32201
(904) 798-3200
Fla Bar No: 0910872

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ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

OFFICE OF THE COMPTROLLER
DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA
TALLAHASSEE
32399-0350

H99000013307

April 6, 1999

Halcyon E. Skinner
McGuire Woods Battle & Boothe
3300 Barnett Center
50 North Laura Street
Post Office Box 4099
Jacksonville, Florida 32201-4099

Dear Mr. Skinner:

Re: "CNB Florida Bancorp, Inc."
"CNB Florida Bancshares, Inc."

Reference is made to your letter/fax dated April 2, requesting approval of the above-referenced corporate names which will be a one bank holding company for CNB National Bank, Lake City, Florida.

As Section 655.922(2)(a), Florida Statutes, exempts a financial institution, holding company or its subsidiaries from the prohibition against using the word "bank", "banker", "banking", "trust company", "savings and loan association", "savings bank", or "credit union" in its corporate name, the Division of Banking will not object to the use of the above corporate names being registered to transact business in the state of Florida.

Sincerely,

A handwritten signature in black ink, appearing to read "Art Simon", is written over a horizontal line.

Art Simon
Director
Division of Banking
101 E. Gaines Street
Fletcher Bldg.-6th Floor
Tallahassee, FL 32399-0350
(850) 410-9111

:kr

cc: Karon Beyer, Chief
Bureau of Corporate Records
Secretary of State's Office

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