

K59519

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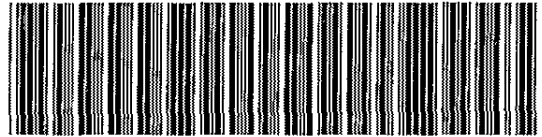
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Att. Bruce Ricca, Dept.
of Financial Services, his
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Effective date
8/31/06

FILED
06 AUG 28 PM 1:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SMITH MACKINNON, PA

PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

SUITE 800
CITRUS CENTER
255 SOUTH ORANGE AVENUE
ORLANDO, FLORIDA 32801

August 25, 2006

POST OFFICE BOX 2254
ORLANDO, FLORIDA 32802-2254

TELEPHONE (407) 843-7300
FACSIMILE (407) 843-2448
E-MAIL: JPG7300@AOL.COM

JOHN P. GREELEY

Via Federal Express

Florida Secretary of State
Attention: Karon Beyer
Bureau of Corporate Records
409 East Gaines Street
Tallahassee, FL 32399

Re: Bankers' Bancorporation of Florida, Inc.

Dear ^{Karon}~~Sir/Madam~~:

Please find enclosed the following documents relating to the above-referenced corporation:

1. Original Restated Articles of Incorporation submitted for filing;
2. A check in the amount of \$52.50 for the filing fee and two certified copies of the Restated Articles of Incorporation; and
3. Two photocopies of the executed Restated Articles of Incorporation.

Kindly file the enclosed documents with effective date of August 31, 2006 and return to us two certified copies of the Restated Articles of Incorporation. If you have any questions regarding the enclosed, please call me immediately.

We appreciate your assistance.

Very truly yours,


John P. Greeley

JPG:erw

Enclosures

Copy to:

Paul S. Allen w/o enclosure
Senior Vice President & Chief Financial Officer
Independent Bankers' Bank of Florida

**RESTATED
ARTICLES OF INCORPORATION
OF
BANKERS' BANCORPORATION OF FLORIDA, INC.**

FILED
06 AUG 28 PM 1:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.1003 and 607.1007 of the Florida Business Corporation Act, the Articles of Incorporation, as amended, of Bankers' Bancorporation of Florida, Inc., a Florida corporation (the "Corporation"), are hereby amended and restated in their entirety as follows (the "Articles"):

ARTICLE I

NAME

The name of this Corporation shall be Bankers' Bancorporation of Florida, Inc.

ARTICLE II

CORPORATE EXISTENCE

The Corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE III

PURPOSE AND POWERS

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

1. Number and Class of Shares Authorized; Par Value.

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class Of Stock</u>
250,000	\$100.00	Common

The consideration for all of the above stock shall be payable at a just valuation to be fixed by the Board of Directors of the Corporation. Only those person/entities entitled to be shareholders in a bankers' bank shall be entitled to hold shares in the Corporation.

2. Voting Rights.

The Common Stock shall possess and exercise exclusive voting rights and at all meetings of the shareholders, each record holder of such stock shall be entitled to one vote for each share held. Shareholders holding Common Stock shall have no cumulative voting rights in any election of directors of the Corporation.

3. No Preemptive Rights.

No shareholder of the Corporation shall have the right, upon the sale for cash or otherwise, of any new stock of the Corporation or any stock of the Corporation held by it in its treasury or otherwise, of the same or any other kind, class or series as that which it already holds, to purchase its pro rata or any other share of such stock at the same price at which it is offered to others or any other price.

4. Stock Split.

Each of the shares of Common Stock of the Corporation issued and outstanding at the close of business on August 31, 2006, shall be and is hereby automatically divided (without any further act) into five fully-paid and nonassessable shares of Common Stock. Accordingly, each holder of record of Common Stock at the close of business on August 31, 2006 shall, without further action, be and become the holder of four additional shares of Common Stock for each share of Common Stock held of record immediately prior thereto. Each certificate representing shares of Common Stock outstanding immediately prior to such time shall continue to represent the same number of shares of Common Stock and, as promptly as practicable thereafter, the Corporation shall issue and cause to be delivered to each holder of record of shares of Common Stock at the close of business on August 31, 2006, an additional certificate or certificates representing four additional shares of Common Stock for each share of Common Stock held of record immediately prior thereto.

ARTICLE V

BYLAWS

Except as otherwise provided by law, the power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors.

ARTICLE VI

INDEMNIFICATION

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all of its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such except for willful misconduct or gross negligence.

ARTICLE VII

CONFLICTS OF INTEREST

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are pecuniarily or otherwise interested in, or are the directors or officers of, such other corporation. Any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any Director of this Corporation who is also a director or an officer of such other Corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE VIII

LIMITED LIABILITY OF SHAREHOLDERS

The private property of the shareholders shall not be subject to payment of the Corporation's debts to any extent.

ARTICLE IX

NO ACTION BY SHAREHOLDERS WITHOUT A MEETING

No action required by law or by these Articles to be taken at any annual or special meeting of shareholders of this Corporation may be taken without a meeting. No written action or other form of consent, notwithstanding any permissive language to the contrary in the Florida Statutes, can be substituted for said notice and meeting.

ARTICLE X

AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI

HEADINGS AND CAPTIONS

The headings or captions of these various articles are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

CERTIFICATE

The foregoing Restated Articles of Incorporation (i) contain amendments to the Corporation's Articles of Incorporation which do not require shareholder approval, and (ii) were duly approved by the Board of Directors of the Corporation on July 21, 2006, without shareholder approval. Shareholder approval of the foregoing Restated Articles of Incorporation was not required. The amendments included in the foregoing Restated Articles of Incorporation do not adversely affect the rights or preferences of the holders of outstanding shares of any class or series and do not result in the percentage of authorized shares that remain unissued after the division of shares set forth in Section 4 of Article III exceeding the percentage of authorized shares that were unissued before the division.

IN WITNESS WHEREOF, the undersigned has executed these Restated Articles of Incorporation as of August 22, 2006.

**BANKERS' BANCORPORATION OF FLORIDA,
INC.**

By: _____

Paul S. Allen

Senior Vice President & Corporate Secretary

STATE OF FLORIDA
COUNTY OF SEMINOLE

The foregoing instrument was acknowledged before me this 22nd day of AUGUST, 2006, by Paul S. Allen, Senior Vice President and Corporate Secretary of Bankers' Bancorporation of Florida, Inc., a Florida corporation on behalf of the corporation.



Ellen M. Flannery
Printed Name: Ellen M. Flannery
Notary Public, State of Florida

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