

Division of Corporations

Page 1 of 1

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COR AMND/RESTATE/CORRECT OR O/D RESIGN**STONEGATE CHARITABLE FOUNDATION, INC.**

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Articles of Amendment
To
Articles of Incorporation
of
Stonegate Charitable Foundation, Inc.
Document Number N07000009700

Pursuant to provisions of section 617.1006, Florida Statutes, this Not for Profit Corporation adopts the following amendment to its Articles of Incorporation.

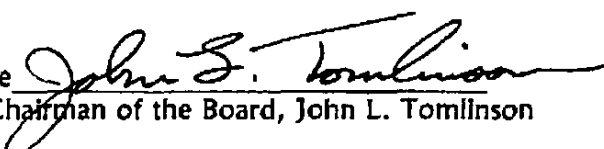
ARTICLE V
Election of Board of Directors

Directors shall be elected by the Board of Directors at the annual meeting of Directors. Newly elected Directors shall assume their duties at the Corporation's first regular meeting held in January of each year. The number of Directors of the Corporation shall be five, two of whom are current or former members of the Board of Directors of Stonegate Bank of Florida, Inc. and three are current or former employees of Stonegate Bank of Florida, Inc. Each Director shall hold office for the term for which the Director is elected or until the Director's successor shall have been elected and qualified. The terms of the Directors shall be staggered so that at least two members of the Board are elected at each annual meeting of the Directors. Directors of the Corporation need not be residents of Florida.

The date of adoption of the amendment was January 7, 2008 effective on that date.

There are no members or members entitled to vote on the amendment. The amendment was adopted by the Board of Directors.

Signature


By the Chairman of the Board, John L. Tomlinson

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