

P000000019753

DEPARTMENT OF STATE
ACCOUNT FILING COVER SHEET

Account Number FCA000000017

Reference:
(Sub Account)

Date:

2/26/01

Requestor Name: Carlton Fields

Address: Post Office Box 190
Tallahassee, Florida 32302

Telephone: (850) 224-1585

000003796600--9

Contact Name: Kim Pullen (261)

Corporation Name:

Coast Bank of Florida, Inc.

Entity Number (if applicable):

P000000019753

Authorization:

Kim Pullen

☒ Certified Copy (1-9) ☐ UCC'S ☐ Certificate of Status
☐ New Filings ☐ Plain Stamped Copy ☐ Annual Report
☐ Fictitious Name ☒ Amendments ☐ Registration

(X) Call When Ready

(X) Call if Problem

() After 4:30

(X) Walk In

() Will Wait

(X) Pick Up

() Mail Out

CF Internal Use Only

Client: 44586 Matter: 02274

TAL#501656.01

Amendment
LFS 3-2-2001

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 MAR -2 PM 3:19

**Inter-Office
Communication**



**Robert F. Milligan
Comptroller of Florida**

DATE: March 2, 2001
TO: Louise Flemming-Jackson, Division of Corporations
FROM: *Bill* Bill Lott, Division of Banking
SUBJECT: Article Amendment - Coast Bank of Florida #1082
Bradenton, Florida

Please file the enclosed amendment to the Articles of Incorporation of Coast Bank of Florida, Bradenton, Florida, at your earliest convenience.

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) Return one (1) copy to: Kim Pullen #
Carlton, Fields, Ward, Emmanuel, Smith & Cutler, P.A.
Post Office Box 190
Tallahassee, Florida 32302

Please call Kim Pullen at 224-1585 when ready and that copy of the article amendment will be picked up (see instructions on the attached Department of State, Account Filing Cover Sheet).

Also enclosed is Carlton, Fields authorization for the billing of the filing and certified copy fees to that firm's account (Department of State, Account Filing Cover Sheet).

If you have any questions, please do not hesitate to contact me at 410-9111.

Enclosures

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
COAST BANK OF FLORIDA**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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Pursuant to the provisions of Sections 658.30, 607.1003, and 607.1006 of the Florida Statutes, Coast Bank of Florida, a Florida banking corporation (the "Bank"), adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE I

Name

The name of the banking corporation is Coast Bank of Florida

ARTICLE II

Amendment

RESOLVED, that Article III of the of the Articles of Incorporation is hereby deleted and amended in its entirety to read as follows:

"The total number of shares of capital stock of all classes which the Bank shall have the authority to issue is Twenty-Five Million (25,000,000), consisting of Twenty Million (20,000,000) shares of common stock having a par value of \$5.00 per share (the "Common Stock") and Five Million (5,000,000) shares of preferred stock (the "Preferred Stock").

The Board of Directors of the Bank (the "Board of Directors") is hereby expressly authorized, subject to limitations prescribed by law and this Article III, to provide for the issuance of Preferred Stock in one or more classes or series, and, by filing Articles of Amendment to the Articles of Incorporation pursuant to the applicable law of the State of Florida, to establish from time to time the number of shares to be included in each such class or series, to fix the designations, powers, preferences, and rights of the shares of such class or series and any qualifications, limitations, or restrictions thereof; and, subject to the limitations and restrictions set forth in the Articles of Amendment or Amendments adopted by the Board of Directors originally fixing the number of shares constituting any series or class, to increase or decrease the number of shares of any such class or series subsequent to the issue of shares of that class or series, but not below the number of shares of such class or series then outstanding. In case the number of shares of any class or series of Preferred Stock shall be so decreased, the shares constituting such decrease shall resume the status which they had prior to the adoption of the Amendment or Amendments to the Articles of Incorporation originally fixing the number of shares of such class or series.

Except as expressly provided in any Amendment or Amendments to the Articles of Incorporation designating any class or series of Preferred Stock pursuant to the foregoing provisions of this Article III, shares of any class or series of Preferred Stock which have been redeemed (whether through the operation of a sinking fund or otherwise), purchased, or otherwise acquired by the Corporation, or which, if

convertible or exchangeable, have been converted or exchanged for shares of stock of any other class, classes, or series, shall have the status of authorized and unissued shares of Preferred Stock and may be reissued as part of the class or series of which they were originally a part or may be reclassified and reissued as part of a new class or series of Preferred Stock to be created pursuant to the provisions of this Article III or as part of any other class or series of Preferred Stock."

ARTICLE III
Date of Adoption

The amendment was adopted on the 15th day of February, 2001.

ARTICLE IV
Manner of Adoption

The Board of Directors of the Bank reviewed, considered, and pursuant to unanimous action by written consent in accordance with Sections 658.30 and 607.0821 of the Florida Statutes duly adopted the foregoing amendment ("Capitalization Amendment"), effective February 6, 2001, and declared the Capitalization Amendment to be advisable and recommended and presented the same to the holders of all of the Bank's outstanding Common Stock for approval. Thereafter, pursuant to an action by written consent the holders of the Bank's outstanding Common Stock, the only class of outstanding securities of the Bank entitled to vote on the Capitalization Amendment, duly approved the Capitalization Amendment on February 15, 2001 in accordance with Sections 658.30 and 607.0704 of the Florida Statutes. The number of votes cast in favor of the Capitalization Amendment by stockholders of the Bank was sufficient for approval of the Capitalization Amendment. Accordingly, the Capitalization Amendment has been authorized by all appropriate action under the Florida Statutes.

IN WITNESS WHEREOF, Coast Bank of Florida has caused this Amendment to its Articles of Incorporation to be signed by Gerald L. Anthony, its President and Chief Executive Officer, on this 21st day of February, 2001.

COAST BANK OF FLORIDA

By: Gerald L. Anthony
Gerald L. Anthony, President and CEO

Tallahassee, Florida

The foregoing amendment is hereby approved this 2nd day of

March, 2001.

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