

P00000039323

Tyler & Dougherty, P.A.  
Requestor's Name

1501 East Park Ave  
Address

Tallahassee FL 32301  
City/State/Zip

Phone #  
878-2411

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Citizens Capital Management, Inc.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

☐ Walk in

☐ Pick up time \_\_\_\_\_

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

| NEW FILINGS              |                   |
|--------------------------|-------------------|
| <input type="checkbox"/> | Profit            |
| <input type="checkbox"/> | NonProfit         |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication     |
| <input type="checkbox"/> | Other             |

| AMENDMENTS               |  |
|--------------------------|--|
| <input type="checkbox"/> | Amendment                              |
| <input type="checkbox"/> | Resignation of R.A., Officer/ Director |
| <input type="checkbox"/> | Change of Registered Agent             |
| <input type="checkbox"/> | Dissolution/Withdrawal                 |
| <input type="checkbox"/> | Merger                                 |

| OTHER FILINGS            |                  |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report    |
| <input type="checkbox"/> | Fictitious Name  |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/<br>QUALIFICATION |                     |
|--------------------------------|---------------------|
| <input type="checkbox"/>       | Foreign             |
| <input type="checkbox"/>       | Limited Partnership |
| <input type="checkbox"/>       | Reinstatement       |
| <input type="checkbox"/>       | Trademark           |
| <input type="checkbox"/>       | Other               |

RECEIVED  
02 MAY 16 PM 2:53  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED  
02 MAY 28 PM 4:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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-05/16/02--01044--021  
\*\*\*\*35.00 \*\*\*\*35.00

NIC Amend  
Spayne  
5/29/02

Tallahassee Office

1501 Park Avenue East  
Tallahassee, Florida 32301  
(850) 878-2411 - Telephone  
(850) 878-1230 - Facsimile  
e-mail: idhlaw@nettally.com

**IGLER &  
DOUGHERTY, P.A.**

ATTORNEYS AT LAW

REPLY TO: TALLAHASSEE OFFICE

Tampa Office

Franklin Exchange Building  
633 North Franklin Street, Suite 601  
Tampa, Florida 33602  
(813) 307-0510 - Telephone  
(813) 307-0415 - Facsimile

May 28, 2002

**VIA HAND DELIVERY**

Ms. Susan Payne  
Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

**RE: Citizens Capital Management, Inc.**

Dear Ms. Payne:

We previously filed Articles of Amendment for the above named corporation changing the name to Florida Trust Company, Inc. The filing was held in abeyance by you until we could provide some evidence of the status of a previously filed Declaration of Trust ("Declaration") filed with the Division of Corporations ("Division") on February 22, 1957 under the name "Florida Trust". At your suggestion, we sent a certified letter to Florida Trust at the address on file with the Division. This letter has been returned to us as undeliverable (a copy is enclosed herewith).

In addition, we secured from the Division a copy of the Declaration to determine whether the Trust document contained any "Duration" language.<sup>1</sup> Paragraph thirty ("XXX") does in fact contain a termination provision as follows:

"This Trust shall continue for a period of twenty years from the date hereof, unless sooner terminated."

Based upon this provision the Trust terminated not later than February 18, 1977. The Trust has therefore been dissolved for over 25 years.

<sup>1</sup>We have enclosed a copy of the Trust as filed. -

\*  
Note: only relevant  
page imaged \*  
Sf

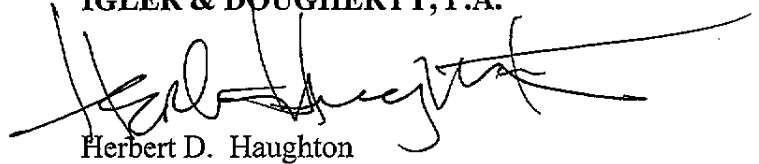
*Susan Payne*  
*May 28, 2002*  
*Page 2*

In addition, you requested a no-objection letter from the Department of Banking and Finance, Division of Banking regarding the use of "Trust" in our name. We have enclosed a copy of such a letter.

We trust this additional information and the no-objection letter will be sufficient for you to accept the Articles of Amendment for filing. Should you have any questions concerning the foregoing, please contact me at (850) 878-2411.

Sincerely,

**IGLER & DOUGHERTY, P.A.**

A handwritten signature in black ink, appearing to read "Herbert D. Haughton", with a long horizontal flourish extending to the right.

Herbert D. Haughton

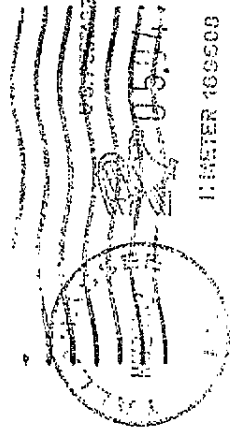
HDH/slp  
Enclosures

IGLER & DOUGHERTY, P.A.  
Attorneys at Law  
1501 PARK AVENUE EAST  
TALLAHASSEE, FLORIDA 32301

CERTIFIED MAIL



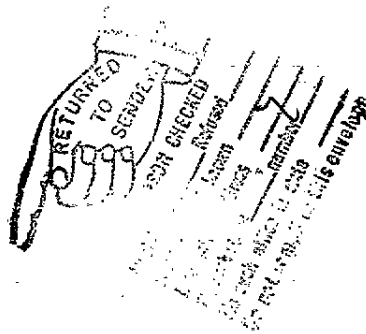
7000 1670 0013 5500 7262



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~~FLORIDA TRUST  
C/O SUMAN & MUSSELMAN  
FIRST FEDERAL BUILDING  
TOMPKINS DEACH, FLORIDA 32301~~

MAY 22 2002



For any of the purposes of the trust the number of shares may, from time to time, with the consent of the holders of not less than two-thirds of such of the shares as are represented and voted upon at any meeting called for that purpose, but not otherwise, be increased or reduced. In case the number of shares is increased, the additional shares shall be issued and disposed of upon such terms and in such manner as the shareholders at such meeting may determine.

#### XXX. DURATION AND TERMINATION

This trust shall continue for a period of two years from the date hereof, unless sooner terminated. The Trustees may terminate and dissolve this trust at any time, but only with the assent of the owners of at least two thirds of the shares, or their proxies, voting at a meeting called for that purpose pursuant to notice given as hereinabove provided and specifying the purpose of the meeting.

Upon the termination of this trust by any cause, the Trustees shall liquidate the trust estate, wind up its affairs, and dispose of its property and assets at public or private sales, and, after discharging all legal obligations of the trust shall distribute the proceeds among the shareholders in proportion to their interests, and for these purposes the Trustees shall continue to act until such duties have been fully performed.

It is agreed that in event of liquidation of the assets of the trust the proceeds of such liquidation shall first be applied to redeeming the Certificates of Beneficial Interest.

IN WITNESS WHEREOF, I hereunto set my hand and official seal at Pompano Beach in the County of Broward and State of Florida, this 18th day of February, A.D., 1937.

|         |                    |                         |
|---------|--------------------|-------------------------|
| Witness | <u>[Signature]</u> | <u>Larry R. Tunison</u> |
| Witness | <u>[Signature]</u> | <u>Floyd P. Tague</u>   |
| Witness | <u>[Signature]</u> | <u>Walter F. Jacobs</u> |

#### INVESTOR'S ACCEPTANCE

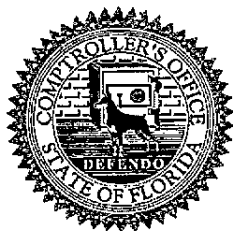
The undersigned trustor or investor having read the above Trust Agreement and being fully familiar with all its terms and conditions does hereby agree to purchase \_\_\_\_\_ number of Certificates of Beneficial Interest and does hereby accept and agree to all of the terms and conditions of said Trust Agreement. In furtherance thereof I have this day paid to said Trustees for the uses provided in said Trust Agreement \_\_\_\_\_ DOLLARS (\$) for the aforesaid \_\_\_\_\_ number of Certificates of Beneficial Interest.

\_\_\_\_\_  
Trustor or Investor

#### RECEIPT

We, LARRY R. TUNISON, FLOYD P. TAGUE, AND WALTER F. JACOBS do acknowledge receipt of \_\_\_\_\_ DOLLARS (\$) this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_, paid to us by \_\_\_\_\_ for the purchase of \_\_\_\_\_ of Certificates of Beneficial Interest in the FLORIDA TRUST and accepts the same on the terms and conditions of said Trust Agreement.

\_\_\_\_\_  
Trustees



ROBERT F. MILLIGAN  
COMPTROLLER OF FLORIDA

## OFFICE OF THE COMPTROLLER

DEPARTMENT OF BANKING AND FINANCE

STATE OF FLORIDA

TALLAHASSEE

32399-0350

May 20, 2002

Herbert D. Haughton, Esquire  
Iglar & Dougherty, P.A.  
1501 Park Avenue East  
Tallahassee, Florida 32301

Dear Mr. Haughton:

Re: Florida Trust Company, Inc.

Thank you for your recent letter/fax requesting approval for use of the above-referenced corporate name which was previously known as Citizens Capital Management, Inc. (Citizens Capital), a wholly-owned subsidiary of Citizens National Bank of Southwest Florida. Recently Citizens Capital has been granted trust powers by the Office of the Comptroller of the Currency and it is requested the name be changed to Florida Trust Company, Inc.

As Section 655.922, Florida Statutes, exempts a financial institution, holding company or its subsidiaries from the prohibition of 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 name being registered to transact business as a foreign corporation in the state of Florida.

Sincerely,

Alex Hager  
Director

AH:ker

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

**ARTICLE OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
CITIZENS CAPITAL MANAGEMENT, INC.**

**FILED  
02 MAY 28 PM 4:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

*Pursuant to the provisions of Section 607.1002 and Section 607.1006, Florida Statutes, Citizens Capital Management, Inc. adopts the following Article of Amendment to its Articles of Incorporation:*

**Amendment adopted:**

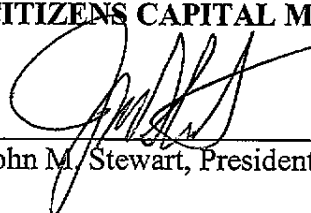
Article I of the Articles of Incorporation of Citizens Capital Management, Inc. is hereby amended as follows:

“The name of the corporation is “Florida Trust Company, Inc.”

*The foregoing Amendment was adopted by affirmative vote of the sole shareholder of Citizens Capital Management, Inc. without a Meeting of Shareholders on May 9, 2002.*

**IN WITNESS WHEREOF**, the undersigned authorized officer of the Corporation executed this Article of Amendment on this 16<sup>th</sup> day of May, 2002.

**CITIZENS CAPITAL MANAGEMENT, INC.**

  
\_\_\_\_\_  
John M. Stewart, President

**CONSENT TO ACTION  
BY SOLE SHAREHOLDER  
OF  
CITIZENS CAPITAL MANAGEMENT, INC.,  
a Florida Corporation**

The undersigned, Citizens National Bank of Southwest Florida, holding all of the shares of capital stock of Citizens Capital Management, Inc., a Florida corporation, pursuant to §607.0704, *Florida Statutes*, do hereby consent to and take the following action in lieu of holding a meeting of shareholders of the corporation; to have the same effect as action taken at a duly called meeting of shareholders at which all shares were present and voting:

***Resolved*** that the name of the corporation is hereby changed to  
"Florida Trust Company, Inc.".

**CITIZENS NATIONAL BANK OF  
SOUTHWEST FLORIDA**

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

John B. James, President

Dated: May <sup>9</sup>~~10~~, 2002