

C. Coulliette APR 12 2002

ARTICLES OF SHARE EXCHANGE
of
FLORIDA COMMUNITY BANKS, INC., the surviving Florida Corporation,
with
FLORIDA COMMUNITY BANK, a Florida-chartered Commercial Bank

Pursuant to Section 607.1105 of the Florida Business Corporation Act (the "Act") FLORIDA COMMUNITY BANKS, INC. ("Corporation") and FLORIDA COMMUNITY BANK ("Bank") adopt the following Articles of Share Exchange.

1. The Plan of Reorganization Share Exchange dated March 1, 2002 ("Plan"), between the Corporation and the Bank, was approved and adopted by the shareholders of the Bank on April 11, 2002, and was adopted by the Board of Directors of the Corporation on March 1, 2002, as Section 607.1103(7) of the Act did not require approval by the shareholders of the Corporation.

2. Pursuant to the Plan, all issued and outstanding shares of Bank common stock will be exchanged for a like number of shares of Corporation common stock and the Bank will become a wholly-owned subsidiary of the Corporation.

3. The Plan of Share Exchange is attached hereto and incorporated herein by reference as if fully set forth herein.

4. Pursuant to Section 607.1105(1)(b) of the Act, the date and time of the effectiveness of the Share Exchange shall be as of the close of business on April 15, 2002.

IN WITNESS WHEREOF, the parties have set their hands this 11th day of April, 2002.

FLORIDA COMMUNITY BANKS, INC.

By: _____

Stephen L. Price, President

FLORIDA COMMUNITY BANK

By: _____

Stephen L. Price, President

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN OF REORGANIZATION AND SHARE EXCHANGE

THIS PLAN OF REORGANIZATION AND SHARE EXCHANGE ("Plan") is entered into this 1st day of March, 2002 by and between Florida Community Banks, Inc., a Florida corporation ("Corporation") and Florida Community Bank, a Florida-chartered commercial bank ("Bank").

1. Distribution to Shareholders. On the Effective Date, as defined herein, all of the shareholders of the Bank not dissenting from the Plan shall exchange all of the outstanding stock of the Bank for a like number of shares of the Corporation and the Bank shall become a wholly-owned subsidiary of the Corporation.
2. Satisfaction of Rights of the Bank's Shareholders. All shares of Corporation stock into which shares of Bank stock have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted shares.
3. Fractional Shares. Fractional shares of Corporation stock will not be issued to the holders of Bank stock.
4. Vote Required. The Plan must be approved by at least a majority of the outstanding shares of Bank stock entitled to vote at a meeting of shareholders called for such purpose.
5. Dissenter's Shares. No share of Bank common stock as to which dissenter appraisal rights have been validly exercised and perfected and for which cash is payable pursuant to law ("Dissenting Shares") shall be exchanged for Corporation common stock. In lieu thereof, the holders of Dissenting Shares shall be entitled to payment in accordance with the applicable provisions of Section 607.1104, *Florida Statutes*, ("Dissenter Statute") applicable to Florida corporations. If any holder of Dissenting Shares shall effectively withdraw or lose his or her dissenter rights under the Dissenter Statute, such Dissenting Shares shall then be exchanged for Corporation common stock in accordance with the provisions hereof. Dissenting Shares acquired by the Bank pursuant to payment shall be held by the Bank as authorized but unissued shares. Properly exercised Dissenter Shares shall not exceed 20% of the total number of Bank shares outstanding.
6. Stock Option Plans. On the Effective Date, any stock option plan of the Bank's shall be adopted and assumed in its entirety by the Corporation.
7. Supplemental Action. If at any time after the Effective Date, the Corporation shall determine that any further conveyances, agreements, documents, instruments, and assurances or further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of the Corporation or the Bank, as the case may be, whether or not remaining in office, shall execute and deliver any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts to carry out the provisions of this Plan.

8. Filing with the Florida Secretary of State and Effective Date. Upon the approval of the Federal Reserve Bank of Atlanta of the Notification to become a bank holding company filed by the Corporation, the Corporation and the Bank shall cause their respective President (or Vice President) to execute Articles of Share Exchange in the form attached to this Plan and upon such execution this Plan shall be deemed incorporated by reference into the Articles of Share Exchange as if fully set forth therein and shall become an exhibit to such Articles of Share Exchange. Thereafter, the Articles of Share Exchange shall be delivered for filing to the Florida Secretary of State. In accordance with Section 607.1105 of the Florida Business Corporation Act (the "FBCA"), the Articles of Share Exchange shall specify the "Effective Date."
9. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the Corporation or the Bank by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time before the vote of the shareholders of the Bank by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter so long as such change is in accordance with Section 607.1103 of the FBCA.
10. Termination. At any time before the Effective Date (whether before or after filing the Articles of Share Exchange), this Plan may be terminated and the share exchange abandoned by mutual consent of the Boards of Directors of both parties, notwithstanding favorable action by the shareholders of the Bank.

IN WITNESS WHEREOF, the parties hereto have duly executed this Plan of Share Exchange as of the date first above written.

FLORIDA COMMUNITY BANKS, INC.

By: /s/ Stephen L. Price
Stephen L. Price, President

FLORIDA COMMUNITY BANK

By: /s/ Stephen L. Price
Stephen L. Price, President