

123000068742

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(City/State/Zip/Phone #)

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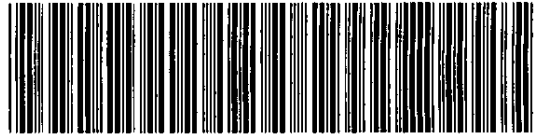
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Amend  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2009 DEC 24 AM 9:52

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## LATT MAXCY CORPORATION

21299 US Highway 27 • Post Office Box 3737 • Lake Wales, Florida 33859-6851  
Ph: 863/679-6700 • Fax: 863/679-6710

December 22, 2009

Secretary of State  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

Re: Citizens Banking Corporation  
Document Number: P03000068742

Dear Sir/Madam:

Enclosed please find the following items concerning an amendment to the Articles of Incorporation for Citizens Banking Corporation:

1. Articles of Amendment to Articles of Incorporation (*original and one copy*); and
2. Check in the amount of \$43.75 (*representing the \$35.00 filing fee and \$8.75 to certify the enclosed copy of the Articles of Amendment*).

I would appreciate you filing the attached Articles of Amendment and returning a certified copy to me in the enclosed addressed/stamped envelope. Thank you for your assistance.

Sincerely,

David A. Miller

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
CITIZENS BANKING CORPORATION

**FILED**  
2009 DEC 24 AM 9:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CITIZENS BANKING CORPORATION (the "Corporation"), a Florida corporation, does hereby amend its Articles of Incorporation as follows:

**FIRST:** The name of the Corporation is: CITIZENS BANKING CORPORATION.

**SECOND:** The Corporation's authorized capital stock is amended to create two types of common stock as follows.

Article III of the Corporation's Articles of Incorporation is hereby deleted in its entirety and replaced with the following:

**"ARTICLE III – CAPITAL STOCK**


The Corporation shall have one class of stock consisting of two types of common stock, Type A and Type B. The maximum number of shares that the Corporation is authorized to have outstanding at any time is 100,000 shares of Type A common stock, having a par value of \$0.01 per share, and 2,000,000 shares of Type B common stock, having a par value of \$0.01 per share. The preferences, limitations, and relative rights in respect of the shares of Type A and Type B common stock will be the same, except that the shares of Type B common stock are not to be voted on any matters, except when otherwise required by law."

**THIRD:** The foregoing amendment was adopted effective as of Dec. 16, 2009.

**FOURTH:** The foregoing amendment was adopted by the directors and shareholders pursuant to a written consent of the board of directors and shareholders. The shareholders unanimously approved the foregoing amendment.

The Corporation has caused these Articles of Amendment to Articles of Incorporation to be executed by its President on this 16<sup>th</sup> day of December, 2009.

**CITIZENS BANKING CORPORATION**

By:   
Gregory A. Littleton, as its President