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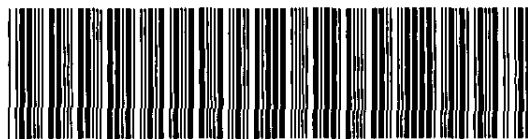
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**J. THOMAS CARDWELL**  
COMMISSIONER

March 21, 2011

**VIA INTEROFFICE MAIL**

Ms. Karen Gibson  
Senior Section Administrator  
Amendment Section  
Florida Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314-6327

Dear Ms. Gibson:

Please file the enclosed amendment to the Articles of Incorporation of Cortez Community Bank, Brooksville, Florida, at your earliest convenience. The distribution of the certified copies should be made as follows:

- (1) Return one copy to: Division of Financial Institutions  
Florida Office of Financial Regulation  
200 East Gaines Street  
Tallahassee, Florida 32399-0371
- (2) Mail one copy to: Corey J. Coughlin  
Vice President, Strategic Planning  
Cortez Community Bank  
1000 South Broad Street  
Brooksville, Florida, 34601-3117

Also enclosed is a check in the amount of \$52.50 representing the filing and certified copy fees. If you have any questions, please do not hesitate to contact me.

Sincerely,

Jeremy W. Smith  
Financial Control Analyst  
Bureau of Bank Regulation

JWS:jws

Enclosures (4)

FINANCIAL SERVICES COMMISSION

RICK SCOTT  
GOVERNOR

PAM BONDI  
ATTORNEY

JEFF ATWATER  
CHIEF FINANCIAL

ADAM PUTNAM  
COMMISSIONER OF

**ARTICLES OF AMENDMENT TO  
THE AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
CORTEZ COMMUNITY BANK**

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*Pursuant to the provisions of Section 607.1003, Section 607.1006, Section 658.23, and Section 655.043, Florida Statutes, Cortez Community Bank adopts the following Articles of Amendment to its Amended and Restated Articles of Incorporation:*

**Amendments adopted:**

Article III of the Amended and Restated Articles of Incorporation shall now read in its entirety:

**The total number of shares authorized to be issued by the Corporation shall be 35,000,000. Such shares shall be of a single class and shall have a par value of \$1.00 per share.**

Article V of the Amended and Restated Articles of Incorporation shall be amended to replace the first two sentences with the following:

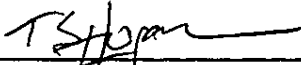
**The number of members of the board of directors of the Corporation shall be no fewer than five (5), with the exact number of directors to be fixed from time to time by the shareholders of the Corporation at the annual meeting of the shareholders or at any special meeting thereof, but in the absence of an affirmative determination, the number of directors shall be the same as the number last previously determined by the shareholders; provided, however, that a majority of the full board of directors may, at any time during the year following the annual meeting of shareholders, increase the number of directors of the Corporation by not more than two (2) and appoint persons to fill the resulting vacancies.**

The remainder of the Amended and Restated Articles of Incorporation shall remain the same.

*The foregoing Amendments were approved by the Board of Directors of Cortez Community Bank at a meeting held on February 17, 2010, and subsequently approved by the shareholders of the only class of stock by a number of votes sufficient for their approval at the Annual Meeting of Shareholders held on May 27, 2010.*

IN WITNESS WHEREOF, the undersigned authorized officer of Cortez Community Bank executed these Articles of Amendment on this 24 day of February, 2011.

**CORTEZ COMMUNITY BANK**

  
\_\_\_\_\_  
**Thomas S. Hogan, Jr.**  
**Chairman of the Board of Directors**

Articles of Amendment to the Amended and Restated Articles of Incorporation of Cortez Community Bank approved by the Office of Financial Regulation this 21<sup>st</sup> day of March, 2011.

**Tallahassee, Florida**

  
\_\_\_\_\_  
**Linda B. Charity, Director**  
**Office of Financial Regulation**