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(Requestor's Name)

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(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

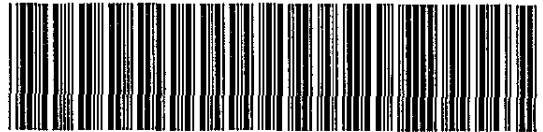
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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FILED
05 JUL 15 PM 3:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

06/06/05--01048--019 **52.50

Restates AR1.
of

Re: 03-86186



OFFICE OF FINANCIAL REGULATION

DON B. SAXON
COMMISSIONER

**FINANCIAL SERVICE:
COMMISSION**

JEB BUSH
GOVERNOR

TOM GALLAGHER
CHIEF FINANCIAL OFFICER

CHARLIE CRIST
ATTORNEY GENERAL

CHARLES BRONSON
COMMISSIONER OF
AGRICULTURE

July 15, 2005

HAND DELIVER

Amendment Filing Section
Division of Corporations
Florida Department of State
409 E. Gaines Street
Tallahassee, Florida 32399

Subject: Article Amendment – Mainstreet Community Bank of Florida

Ladies and Gentlemen:

Please file the enclosed amendment to the articles of incorporation of Mainstreet Community Bank of Florida, DeLand, Florida, at your earliest convenience. The distribution of the certified copies should be made as follows:

- (1) Return one copy to: Office of Financial Regulation
 200 East Gaines Street
 Tallahassee, Florida 32399-0371
- (2) Mail one copy to: Martin D. Werner, Esquire
 Shumaker, Loop & Kendrick, LLP
 North Courthouse Square
 1000 Jackson
 Toledo, Ohio 43624-1573

The check for the filing and certified copy fees is already in your possession per your enclosed letter dated June 8, 2005. If you have any questions, please do not hesitate to contact me.

Sincerely,

A handwritten signature in black ink, appearing to read "William A. Lott".

William A. Lott
Financial Control Analyst
Bureau of Bank Regulation

WAL:lbl

Enclosures (4)

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Mainstreet Community Bank of Florida

DOCUMENT NUMBER: P03000086186

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

W. Ben Flowers, Jr.

(Name of Contact Person)

Mainstreet Community Bank of Florida

(Firm/ Company)

204 South Woodland Blvd.

(Address)

DeLand, Florida 32720

(City/ State/ and Zip Code)

For further information concerning this matter, please call:

Richard L. Trowhill

(Name of Contact Person)

at (989) 269-6272

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☒ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

June 8, 2005

W BEN FLOWERS, JR.
MAINSTREET COMMUNITY BANK OF FLORIDA
204 SOUTH WOODLAND BLVD
DELAND, FL 32720

SUBJECT: MAINSTREET COMMUNITY BANK OF FLORIDA
Ref. Number: P03000086186

RECEIVED
05 JUL 15 AM 8:00
DIVISION OF CORPORATIONS

We have received your document for MAINSTREET COMMUNITY BANK OF FLORIDA and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Pursuant to section 655.043, Florida Statutes, a bank, industrial savings bank, trust company, or savings association may not amend its articles of incorporation without written approval of the Office of Financial Institutions. Their address is :

Office of Financial Institutions
200 E. Gaines St.
Tallahassee, FL 32399-0371.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6957.

Pamela Smith
Document Specialist

Letter Number: 905A00040187

**RESTATED ARTICLES OF INCORPORATION
OF
MAINSTREET COMMUNITY BANK OF FLORIDA**

FILED
05 JUL 15 PM 3:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Mainstreet Community Bank of Florida, whose Articles of Incorporation were filed with the Florida Department of State on August 6, 2003 and restated on September 23, 2003, does hereby file the following Restated Articles of Incorporation pursuant to Sections 607.1007 of the Florida Business Corporation Act (the "Act"):

ARTICLE I

The name of the corporation shall be Mainstreet Community Bank of Florida and its initial place of business shall be at 302 South Woodland Blvd., DeLand, Florida 32720 in the County of Volusia and State of Florida.

ARTICLE II

The general nature of the business to be transacted by this corporation shall be that of a general commercial banking business with all the rights, powers, and privileges granted and conferred by the Florida Financial Institutions Codes, regulating the organization, powers, and management of banking corporations.

ARTICLE III

The aggregate number of shares that the Corporation shall have the authority to issue is Two Million Twenty Five Thousand (2,025,000) common shares, (the "Shares"), of which Two Million (2,000,000) shares shall be designated as Class A Voting Common Shares and Twenty Five Thousand (25,000) shares shall be designated as Class B Non-voting Common Shares. The Shares shall have a par value of \$5.00 per share. The Class A Voting Common Shares are entitled to all voting rights and powers. The Class B Non-voting Common Shares are not entitled to any voting rights or powers except such as are required by law, and the holders thereof shall not be entitled to notice of any meeting of shareholders, except as required by law. In all other respects the Class A Voting Common Shares and the Class B Non-voting Common Shares shall be identical.

The Board of Directors by vote of a majority of the whole Board is expressly authorized to adopt such resolutions and issue stock from time to time as it may deem desirable.

The Corporation elects to have preemptive rights.

ARTICLE IV

The term for which said corporation shall exist shall be perpetual unless terminated pursuant to the Florida Financial Institutions Codes.

ARTICLE V

The number of directors shall not be fewer than five (5). The names and street addresses of the directors of the corporation are:

<u>Name</u>	<u>Street Address</u>
Roger B. Baumgartner	2300 Pin Oak Drive, DeLand, FL 32720
John R. Booms	1031 N. Collon Drive, Bad Axe, MI 48413
W. Frank DeMarsh	2209 Oak Hill Drive, DeLand, FL 32720
Geof Felton	129 Lake Charles Road, DeLand, FL 32724
W. Ben Flowers, Jr.	1800 Mercers Hammock Ct., DeLand, FL 32720
F.A. (Alex) Ford, Jr.	732 West Highland Ave., DeLand, FL 32720
David Hyzer	113 Curry Rise Ct., DeLand, FL 32724
David A. Monk	P. O. Box 971, DeLeon Springs, FL 32130
Frank M. Peplinski	10350 Trout Road, Orlando, FL 32836
William F. Roberts	5549 Aragon Ave., DeLeon Springs, FL 32130

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 this corporation by not more than two and appoint persons to fill the resulting vacancies.

ARTICLE VI

The name and street address of the person signing these Restated Articles of Incorporation is W. Ben Flowers, Jr., 1800 Mercers Hammock Ct., DeLand, Florida 32720.

ARTICLE VII

Section A. General Restrictions on Transfer of Shares. Except as otherwise provided in this Article VII, no Share or Shares of stock of the Corporation shall be sold, given, assigned, bequeathed or otherwise transferred, voluntarily or involuntarily, by any shareholder, his executor, administrator, trustee in bankruptcy, receiver or other legal representative, or by any other person owning or holding any Share or Shares of stock of the Corporation, nor shall any Share or Shares of stock of the Corporation be sold or otherwise transferred by operation or any act or process of law or equity, to any person, firm or corporation whomsoever unless and until such Share or Shares of stock shall first have been offered for sale to the Corporation in the manner and upon the terms and conditions hereinafter provided. This general restriction shall not apply to a "Permissible Transfer". A Permissible Transfer shall be defined to include a transfer of Shares: (i) by

gift or the laws of descent and distribution, to members of the shareholder's family, so long as the total number of shareholders of the Corporation is not increased as a result of such transaction; or (ii) as may be approved by the Board of Directors of the Corporation, in their sole discretion, so long as such transfer does not violate the absolute restrictions set forth in Section VII. B. immediately below.

The term "members of the shareholder's family" means the common ancestor, lineal descendants of the common ancestor, and the spouse of the common ancestor. Spouses or ex-spouses of lineal descendants shall not be considered "members of the shareholders' family" for purposes of this Section. In determining whether any relationship exists, as set forth above, legally adopted children shall be deemed to be lineal descendants of the adoptive parent.

For purposes of this Section, common ancestor shall be defined as the current Shareholders, as of March 8, 2005. Transfers by the spouse or ex-spouse of a common ancestor to persons other than lineal descendants of the common ancestor shall not be Permitted Transfers.

Section B. Absolute Restrictions. Any transfer of shares, including but not limited to a Permissible Transfer (as defined above), shall not be made, even if the right of first refusal granted to the Corporation described in this Article VII. has not been exercised: (i) to an "ineligible" shareholder as defined in Section 1361 of the Internal Revenue Code of 1986, as amended (the "Code"); (ii) to any person as would result in the Corporation having that number of shareholders which is equal to or less than five (5) fewer than the number of shareholders as then set forth in the Code, which continues to permit the Corporation to be taxed under Subchapter S of the Code; (iii) if it would otherwise result in the Corporation being unable to be taxed pursuant to Subchapter S of the Code; or (iv) if such transfer would increase the number of shareholders of the Corporation, unless such transfer is approved by the Board of Directors of the Corporation and does not otherwise violate Section VII. B (i), (ii) or (iii).

Section C. Non-recognition of Transferees. Any transfer of any Share or Shares of stock of the Corporation by purchase, gift, assignment, bequest or other transfer, or by distribution of the estate of a decedent, bankrupt or of an insolvent, however liquidation of the estate of the latter be made, or by purchase upon foreclosure of a pledge or hypothecation, whether pursuant to sale or otherwise, or by purchase at execution or other judicial sale, or by operation of any other act or process or equity, which is in contravention of the provisions and procedures contained in this Article VII shall be null and void, and no such transfer, however effected, shall be recorded upon the Share transfer records of the Corporation.

Section D. Offer for Sale to Corporation. Any shareholder who desires to sell or otherwise transfer any or all of his Shares of stock of the Corporation, except in the case of a Permissible Transfer, shall first offer the same for sale to the Corporation by complying with the applicable provisions of the Corporation's Bylaws as the same may be in effect from time to time.

Section E. General Intent of Restrictions on Transfer. In all cases the Corporation shall not be required to accept any offer for the sale of any Share or Shares of stock of the Corporation. Failure of the Corporation to purchase any Share or Shares of stock offered for sale and the sale or transfer thereof to any other person, firm or corporation, shall not, as to any future sale or other transfer of said Share or Shares of stock or of any Share or Shares of stock issued in lieu thereof, discharge any such Share or Shares of stock from any of the obligations and restrictions contained herein it being the intent that all restrictions herein contained and hereby imposed upon any and all sales or other transfers of Shares of stock of the Corporation shall apply to all Shares of stock, whensoever, howsoever or by whomsoever acquired, unless so excepted as a "Permissible Transfer" as defined in Section A of this Article VII in the hands of all owners or holders, whether original shareholders or subsequent purchasers or transferees and whether acquired through the voluntary or involuntary act of a shareholder or his legal representative or by operation of law and whether a part of the first authorized issue or any of subsequent or increased issue.

Section I. Endorsement on Stock Certificates. The Corporation shall endorse on the certificate or certificates of stock now held or hereafter issued, while the foregoing restrictions on transfer are in force the following:

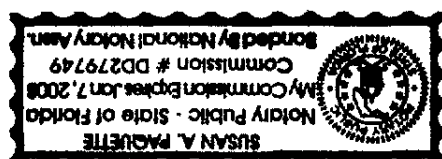
"The sale or other transfer of the shares of stock represented by this certificate is subject to the restrictions set out in Article VII of the Articles of Incorporation of this Corporation, the Corporate Bylaws and a Shareholder's Agreement, dated the 15 day of March 2005, a copy of which is on file at the office of the Corporation and will be furnished, without charge, to any Shareholder upon request."

In witness of the foregoing, the undersigned has executed these Restated Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets his hand and seal this 15 day of March, A.D. 2005.

Mainstreet Community Bank *Florida*
W. Ben Flowers, Jr.
By: W. Ben Flowers, Jr.
Its: President

STATE OF FLORIDA)
COUNTY OF VOLUSIA)

The foregoing instrument was acknowledged before me this 15 day of March, 2005, by W. Ben Flowers, Jr.



Susan A. Paquette

Articles of Amendment
to
Articles of Incorporation
of

Mainstreet Community Bank of Florida
(Name of corporation as currently filed with the Florida Dept. of State)

PO3000086186
(Document number of corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

N/A
(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")
(A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.")

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

See attached Restated Articles of Incorporation

Article III has been amended.

Article VII has been added.

(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

See amended article III, which reclassifies issued Shares.

(continued)

The date of each amendment(s) adoption: March 11, 2005

Effective date if applicable: March 11, 2005
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by

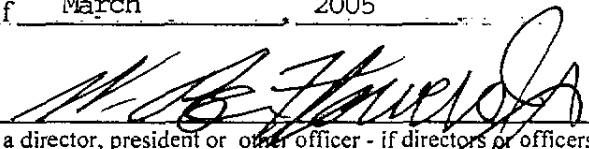
(voting group)"

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 15 day of March, 2005

Signature


(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

W. Ben Flowers, Jr.

(Typed or printed name of person signing)

President

(Title of person signing)

FILING FEE: \$35

Printed Name: Susan A. Paguette
Notary Public-State of Florida at Large

Personally known ☒ or Produced Identification ☐
Type or Identification Produced _____

Approved by the Florida Office of Financial Regulation this 15th day
of April, 2005.

Tallahassee, Florida

Linda B. Charity
Linda B. Charity
Director
Division of Financial Institutions
Office of Financial Regulation