

P03000086186

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



700267284397

08/20/15--01016--029 **52.50

FILED

15 AUG 14 PM 3:57

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Restated articles

AUG 18 2015

D CUSHING



FLORIDA OFFICE OF FINANCIAL REGULATION

www.FLOFR.com

DREW J. BREAKSPEAR
COMMISSIONER

August 14, 2015

VIA INTEROFFICE MAIL

Ms. Diane Cushing
Administrator
Amendment Section
Florida Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314-6327

Dear Ms. Cushing:

Please file the enclosed restatement of the Articles of Incorporation for 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: Division of Financial Institutions
Florida Office of Financial Regulation
200 East Gaines Street
Tallahassee, Florida 32399-0371
- (2) Mail one copy to: John P. Greeley
Smith Mackinnon, P.A.
Post Office Box 32802-2254
Orlando, Florida 32802-2254

FILED
15 AUG 14 PM 3:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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,

Michael J. Reithmiller
Financial Administrator, District I
Division of Financial Institutions

MJR/ged

Enclosures (3)

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

FILED
13 AUG 14 PM 3:57
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; restated on September 23, 2003 and July 15, 2005; and amended on December 17, 2009, February 11, 2010, and July 15, 2011; does hereby file the following Restated Articles of Incorporation pursuant to Section 607.1007 of the Florida Business Corporation Act, as amended (the "Act"):

FIRST. The name of the corporation shall be "Mainstreet Community Bank of Florida" ("Corporation").

SECOND. The Corporation's place of business is at 204 S. Woodland Blvd, DeLand Florida 32720, in the County of Volusia and State of Florida.

THIRD. The general nature of the business transacted by the Corporation is and 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, as amended ("Codes"), regulating the organization, powers, and management of banking corporations.

FOURTH. The aggregate number of shares the Corporation shall have the authority to issue is Five Million Three Thousand (5,300,000) common shares (the "Shares"), of which Five Million One Hundred Fifty Thousand (5,150,000) shares shall be designated as Class A Voting Common Shares and One Hundred Fifty Thousand (150,000) 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. Except as required by law, the Class B Nonvoting Common Shares are not entitled to any voting rights or powers, and the holders thereof shall not be entitled to notice of any meeting of shareholders. 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.

FIFTH. The term for which the Corporation shall exist shall be perpetual unless terminated pursuant to the Codes.

SIXTH. The number of directors shall be as established in the bylaws from time to time but shall not be fewer than five (5).

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.

SEVENTH. The terms and provisions of this Article Seventh are subject to all of the limitations and conditions of the Codes.

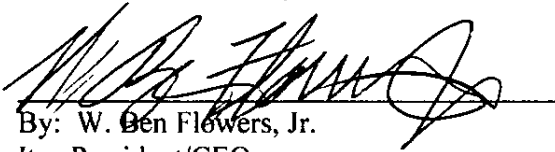
Directors and executive officers of the Corporation shall be indemnified as of right to the fullest extent now or hereafter permitted by law in connection with any actual or threatened civil, criminal, administrative or investigative action, suit or proceeding (whether brought by or in the name of the Corporation, a subsidiary or otherwise) in which a director or executive officer is a witness or which is brought against a director or executive officer in his or her capacity as a director, executive officer, employee or agent of the Corporation or of any other depository institution, or any other corporation or any partnership, joint venture, trust, employee benefit plan or other enterprise, whether for profit or not, which the director or executive officer was serving at the request of the Corporation. Persons who are not directors or executive officers of the Corporation may be similarly indemnified in respect of such service to the extent authorized at any time by the Board of Directors of the Corporation. The Corporation may purchase and maintain insurance to protect itself and any such director, executive officer or other person against any liability asserted against him or her and incurred by him or her in respect of such service whether or not the Corporation would have the power to indemnify him or her against such liability by law or under the provisions of this Article Seventh. The provisions of this Article Seventh shall be applicable to directors, executive officers and other persons who have ceased to render such service. The provisions of this Article Seventh shall inure to the benefit of the heirs, executors and administrators of the directors, executive officers and other persons referred to in this Article Seventh.

The right of indemnity provided pursuant to this Article Seventh shall not be exclusive and the Corporation may provide indemnification to any person, by agreement or otherwise, on such terms and conditions as the Board of Directors may legally approve. Any amendment, alteration, modification, repeal or adoption of any provision in these Restated Articles of Incorporation inconsistent with this Article Seventh shall not adversely affect any indemnification right or protection of a director, executive officer of the Corporation or other persons referred to in this Article Seventh existing at the time of such amendment, alteration, modification, repeal or adoption.

The foregoing Restated Articles of Incorporation contains an amendment to the Restated Articles of Incorporation requiring shareholder approval and the Restated Articles of Incorporation was approved by the holders of in excess of a majority of the outstanding shares of Class A Voting Common Shares, being the sole voting group entitled to vote on the Restated Articles of Incorporation, on April 17, 2015 and the number of votes cast for the Restated Articles of Incorporation was sufficient for approval by the holders of Class A Voting Common Shares.

In witness of the foregoing, the undersigned has executed these Restated Articles of Incorporation to be executed as of this 22nd day of April, 2015.

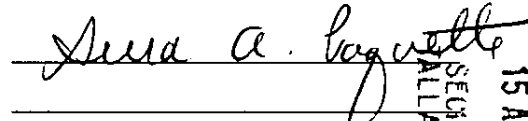
Mainstreet Community Bank of Florida


By: W. Ben Flowers, Jr.
Its: President/CEO

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 22nd day of April, 2015,
by W. Ben Flowers, Jr.




Notary Public — State of Florida
Commission No. _____
My commission expires _____

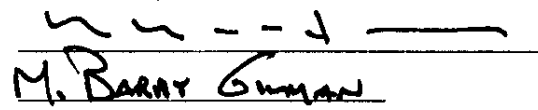
15 AUG 14 PM 3:57
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

FILED

APPROVAL

Approved by the Florida Office of Financial Regulation this 14 day of August, 2015,

Tallahassee, Florida


M. Barry Guman
Director, Division of Financial Institutions