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Division of Corporations

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Page 1 of 1

**P0400010077**

Florida Department of State  
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**BASIC AMENDMENT**

**BEACH COMMUNITY BANCSHARES, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	03
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*Art*

*08/25/04*

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P. 03/07

Department of State 8/24/2004 10:04 PAGE 1/1 RightFAX



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

August 24, 2004

BEACH COMMUNITY BANCSHARES, INC.  
PO BOX 4400  
FT WALTON BEACH, FL 32549

SUBJECT: BEACH COMMUNITY BANCSHARES, INC.  
REF: P04000100717

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

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

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Darlene Connell  
Document Specialist

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P. 05/07

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
BEACH COMMUNITY BANCSHARES, INC.**

The undersigned, acting as the incorporator for the purpose of forming a corporation (the "Corporation"), under and by virtue of the laws of the State of Florida, adopts the following Amended and Restated Articles of Incorporation, which replace and supersede those Articles of Incorporation dated June 30, 2004, and are being adopted prior to the first meeting of the Board of Directors.

**ARTICLE I**

The name of the corporation shall be Beach Community Bancshares, Inc. and its initial principal place of business shall be 17 SE Eglin Parkway, Fort Walton Beach, Florida, 32548, and its mailing address will be P.O. Box 4400, Fort Walton Beach, FL, 32549.

**ARTICLE II**

The general purpose of the Corporation shall be the transaction of any and all lawful business for which corporations may be incorporated under the Act. The Corporation shall have all of the powers enumerated in the Act and all such other powers as are not specifically prohibited to corporations for profit under the laws of the State of Florida.

**ARTICLE III**

The Corporation is authorized to issue 10,000,000 shares of common stock with a par value of \$5.00 per share.

**ARTICLE IV**

The terms for which said Corporation shall exist shall be perpetual unless terminated in accordance with applicable law.

**ARTICLE V**

The number of directors shall not be fewer than five (5). A majority of the full board of directors may, at any time during the years following the annual meeting of shareholders in which such action has been authorized. The names and street addresses of the first directors of the corporation are:

<u>Name</u>	<u>Street Address</u>
A. Bowen Ballard	108 Bridal Path, Pka Road, AL 36084
Charles W. Clary, III	37 E. Country Club Dr., Destin, FL 32540
Joseph W. Henderson	03 Sloat Ct., Ft. Walton Beach, FL 32548
A. Anthony Hughes	2738 Creeks Edge Lane, Navarre, FL 32566
Kathleen A. Pritchard	249 Wakissa Cove, Destin, FL 32541
Julian MacQueen	113 Bay Bridge Drive, Gulf Breeze, FL 32561
James Robert Richburg	223 Yacht Club Drive, Niceville, FL 32578
W. Todd Schweizer	33 Bay Drive, Fort Walton Beach, FL 32548

Linda A. Hoffman  
Emmanuel, Sheppard & Condon  
30 S. Spring Street  
Pensacola, FL 32502  
(850) 433-6581  
FL Bar No.: 0500800  
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P. 08/07

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#### ARTICLE VI

The street address of the initial registered office of the Corporation shall be 17 SE Eglin Parkway, Fort Walton Beach, Florida, 32548, and the initial registered agent of the Corporation at that address is A. Anthony Hughes, whose address is 17 SE Eglin Parkway, Fort Walton Beach, Florida, 32548.

#### ARTICLE VII

The name and address of the person signing these Articles of Incorporation as incorporator is A. Anthony Hughes, whose mailing address is 17 SE Eglin Parkway, Fort Walton Beach, Florida, 32548.

In witness of the foregoing, the undersigned incorporator has executed these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribe thereto and hereunto set his hand and seal effective the 20th day of August, 2004.

  
A. Anthony Hughes, Incorporator

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AUG-24-04 TUE 04:32 PM

FAX NO.

P. 07/07

((H04000172382 3)))

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

**BEACH COMMUNITY BANCSHARES, INC.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

BEACH COMMUNITY BANCSHARES, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Ft. Walton, County of Okaloosa, State of Florida has named A. Anthony Hughes, located at 17 SE Eglin Parkway, Fort Walton Beach, Florida 32548, County of Okaloosa, State of Florida, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated corporation, at the address designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

  
A. Anthony Hughes

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AUG-24-04 TUE 04:31 PM

FAX NO.

P. 04/07

Aug. 24. 2004 4:25PM

No. 8550 P. 2/2

**RATIFICATION AND ADOPTION OF  
AMENDED AND RESTATED ARTICLES OF INCORPORATION  
FOR BEACH COMMUNITY BANCSHARES, INC. (the "CORPORATION")**

NOW COMES, Gary E. Johns, Secretary and Executive Vice President of Beach Community Bancshares, Inc., a Florida corporation, who does hereby certify on behalf of the Corporation, that the following is a true copy of the Resolutions duly adopted by the Board of Directors of this Corporation, at its initial meeting held on Tuesday, August 24, 2004, at which a quorum was present, and that such Resolutions have not been rescinded or modified, and are now in full force and effect.

BE IT RESOLVED, that the Amended and Restated Articles, dated August 20, 2004, signed by A. Anthony Hughes, as Incorporator, are hereby ratified and adopted by the Board of this Corporation.

BE IT RESOLVED that the Amended and Restated Articles do not require Shareholder approval.


BE IT RESOLVED that the adopted Amended and Restated Articles supersede the original Articles of Incorporation, filed with the Secretary of State, on June 30, 2004, and

BE IT RESOLVED that the Secretary of State may certify the Amended and Restated Articles as the Articles of Incorporation currently in effect.

\*\*\*\*\*

I HEREBY CERTIFY that the foregoing is a true and correct copy of the Resolutions duly and legally adopted by the Board of Directors of the Corporation, and that such Resolutions have not been rescinded, modified, or recalled, and are now in full force and effect.

WITNESS my signature this 24<sup>th</sup> day of August, 2004.

  
\_\_\_\_\_  
Gary E. Johns, Secretary and Executive  
Vice President of Beach Community  
Bancshares, Inc.