

P05000007176

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

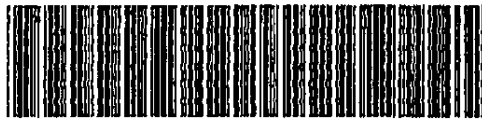
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



700071259777

05/18/06--01008--011 \*\*\$2.50

06 MAY 16 PM 3:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

Amend  
SP



DON B. SAXON  
COMMISSIONER

OFFICE OF FINANCIAL REGULATION

FINANCIAL SERVICES  
COMMISSION

JEB BUSH  
GOVERNOR

TOM GALLAGHER  
CHIEF FINANCIAL OFFICER

CHARLIE CRIST  
ATTORNEY GENERAL

CHARLES BRONSON  
COMMISSIONER OF  
AGRICULTURE

May 12, 2006

Ms. Susan Payne  
Senior Section Administrator  
Florida Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Subject: Article Amendment - Stonegate Bank

Dear Ms. Payne:

Please file the enclosed amendment to the articles of incorporation of Stonegate Bank, Fort Lauderdale, 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: Mr. Gerald W. Oliver  
Senior Vice President  
Director of Regulatory Affairs  
Stonegate Bank  
Post Office Box 4678  
Fort Lauderdale, Florida 33338

Please do not hesitate to contact me should you have any questions. My direct telephone number is (850) 410-9543.

Sincerely,

J. Richard Moon, Jr.  
Financial Control Analyst  
Bureau of Banking

JRM/m

Enclosures

\*\*\*  
DIVISION OF FINANCIAL INSTITUTIONS  
200 E. GAINES STREET, TALLAHASSEE, FL 32399-0371  
TEL: (850) 410-9800 FAX: (850) 410-9548

Affirmative Action: Equal Opportunity Employer

ARTICLES OF AMENDMENT  
TO THE ARTICLES OF INCORPORATION  
OF  
STONEGATE BANK

FILED

06 MAY 16 PM 3:18

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, STONEGATE BANK, a Florida Corporation (the "Corporation"), adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the Corporation is STONEGATE BANK.
2. Article III of the Corporation's Articles of Incorporation is hereby deleted in its entirety and a new Article III is inserted in its place, as follows:

ARTICLE III

"The total number of shares authorized to be issued by the corporation shall be 10,000,000. Such shares shall be of a single class and shall have a par value of \$5.00 per share."

3. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.

4. The amendment made herein to the Articles of Incorporation of the Corporation was recommended to the shareholders by the Board of Directors and approved by the unanimous written consent of the shareholders and the directors of the Corporation on the date of these Articles of Amendment, pursuant to Sections 607.0704, 607.0821 and 607.1003 of the Florida Business Corporation Act. The number of shareholder votes cast for the amendment was sufficient for approval.

5. The effective date of this Amendment shall be April 26, 2006.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed the foregoing Articles of Amendment, this 26<sup>th</sup> day of April, 2006.



Cornelia V. Carjan  
My Commission DD221806  
Expires June 11, 2007

*Cornelia V. Carjan*

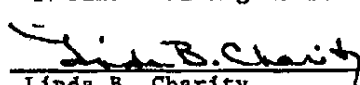
  
\_\_\_\_\_  
David Seleski, President

APPROVAL

Approved by the Florida Office of Financial Regulation the 11<sup>th</sup> day of

May, 2006.

(M2399105;1)

  
\_\_\_\_\_  
Linda B. Charity

Director, Division of Financial Institutions