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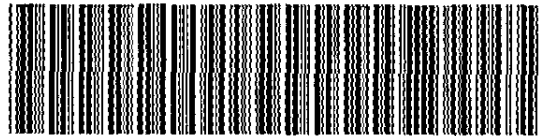
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06 JAN 19 AM 10:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amended +  
Restated

Art.

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**INTEROFFICE  
COMMUNICATION**



**OFFICE OF FINANCIAL  
REGULATION**

Don B. Saxon  
Commissioner

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DATE: January <sup>13</sup>/<sub>12</sub>, 2006  
TO: Susan Payne, Division of Corporations, Secretary of State  
FROM: Teresa L. Crawford, Bureau of Bank Regulation  
SUBJECT: Freedom Bank - Article Amendment

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The purpose of the attached article amendment is to change the bank's principal place of business. Please file this amendment and make the following distribution of certified copies:

1) Return one (1) copy to:

Office of Financial Regulation  
Fletcher Building, Suite 636  
200 East Gaines Street  
Tallahassee, Florida 32399-0371

2) Mail one (1) copy to:

Mr. Dennis B. Holthaus  
Senior Vice President & CFO  
Freedom Bank  
410 Cortez Road West  
Bradenton, Florida 34207

Enclosed is a check for \$52.50 for the certified copies and the filing fee. If you have any questions, please contact me at 410-9287.

Attachments

cc: Area Financial Manager, Tampa

**ARTICLES OF AMENDMENT TO AND RESTATEMENT  
OF THE ARTICLES OF INCORPORATION OF  
FREEDOM BANK**

**FILED**

06 JAN 19 AM 10:40

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FREEDOM BANK, a Florida corporation (the "Bank"), hereby certifies as follows:

1. Article III of the Bank's Articles of Incorporation, entitled "Capital Stock" and presently reading as follows:

"The number of shares authorized to be issued by the Corporation shall be 2,000,000. Such shares shall be of a single class and each shall have a par value of \$5.00. The Corporation shall begin business with at least \$3,750,000 of paid-in capital, to be derived from the issuance of 750,000 shares, as well as initial capital surplus of not less than \$3,250,000 and undivided profits of not less than \$375,000, all of which (capital stock, surplus, and undivided profits) shall be paid in cash."

is hereby amended in its entirety to read as follows:

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

2. Because the Bank is currently an operating commercial bank, Article V of the Bank's Articles of Incorporation, entitled "Incorporators and Initial Directors", is amended to change its title to, "Directors", and to delete the names and addresses of the Bank's initial directors.

3. As so amended, the Bank's Articles of Incorporation are hereby restated in their entirety to read as follows:

**ARTICLE I  
CORPORATE NAME AND PRINCIPAL OFFICE**

The name of the Corporation shall be FREEDOM BANK and its initial place of business shall be 617 Cortez Road West, Bradenton, Florida 34207.

**ARTICLE II  
General Nature of Business**

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

**ARTICLE III  
Capital Stock**

The 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.

**ARTICLE IV**  
**Term of Existence**

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

**ARTICLE V**  
**Directors**

The number of directors of the Corporation shall not be fewer than five. A majority of the full board of directors may, at any time during the year following any annual meeting of shareholders, increase the number of directors by not more than two and appoint persons to fill the resulting vacancies.

4. The foregoing amendment and restatement shall become effective following its approval by the Office of Financial Regulation of the Florida Department of Financial Services, and as of the close of business on the date these Articles of Amendment and Restatement are approved by the Florida Department of State and all filing fees then due have been paid, all in accordance with the banking and corporation laws of the State of Florida.

5. The amendment recited in Section 1. above, increasing the number of shares of the Bank's single class of authorized capital stock, has been approved in accordance with the requirements of §§607.1003 and .0704, Florida Statutes, the Bank's board of directors having adopted the same and recommended passage to its shareholders and the holders of a majority of the Bank's issued and outstanding common stock having voted in favor of the amendment by executing a written action to that effect.

IN WITNESS WHEREOF, FREEDOM BANK has caused these Articles of Amendment and Restatement to be prepared under the signature of the Bank's President this 16th day of November 2005.

FREEDOM BANK

By: Gerald L. Anthony  
Gerald L. Anthony, President

**APPROVAL OF THE ARTICLES OF AMENDMENT TO AND RESTATEMENT  
OF THE ARTICLES OF INCORPORATION OF FREEDOM BANK  
BY THE OFFICE OF FINANCIAL REGULATION OF THE  
FLORIDA DEPARTMENT OF FINANCIAL SERVICES**

The foregoing Articles of Amendment to and Restatement of the Articles of Incorporation of FREEDOM BANK, as set forth in the document to which this statement is appended, are approved this 13<sup>th</sup> day of January 2006.

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