

P050000020604

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Amend

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OFFICE OF FINANCIAL REGULATION

DON B. SAXON
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COMMISSION**

CHARLIE CRIST
GOVERNOR

ALEX SINK
CHIEF FINANCIAL OFFICER

BILL MCCOLLUM
ATTORNEY GENERAL

CHARLES BRONSON
COMMISSIONER OF
AGRICULTURE

April 24, 2008

VIA INTEROFFICE MAIL

Ms. Susan Payne
Senior Section Administrator
Florida Division of Corporations
Corporate Filings
Post Office Box 6327
Tallahassee, Florida 32314-6327

Dear Ms. Payne:

Please file the enclosed amendment to the articles of incorporation of Freedom Bank, Bradenton, 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
Office of Financial Regulation
200 East Gaines Street
Tallahassee, Florida 32399-0371
- (2) Mail one copy to: Matthew M. Thompson, Esquire
Broad and Cassel
7777 Glades Road, Suite 300
Boca Raton, Florida 33434

Also enclosed is a check for \$52.50 representing the filing and certified copy fees. If you have any questions, please do not hesitate to contact me.

Sincerely,

William A. Lott
Senior Management Analyst II
Bureau of Bank Regulation

WAL:lbl

Enclosures (4)

**SECOND AMENDMENT
TO
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
FREEDOM BANK**

(Doc. No. P05000020604)

Pursuant to the provisions of Section 607.1006, Florida Statutes, FREEDOM BANK, a Florida-chartered commercial bank (the "Bank"), adopts the following Articles of Amendment to its Amended and Restated Articles of Incorporation:

FIRST: Article III of the Bank's Amended and Restated Articles of Incorporation are hereby amended to read in their entirety as follows:

**"ARTICLE III
Capital Stock**

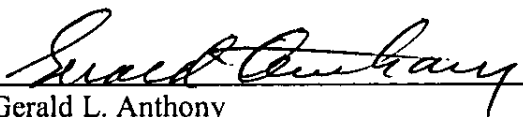
The number of shares authorized to be issued shall be 10,000,000. Such shares shall be of a single class and shall have a par value of \$1.00 per share."

SECOND: The foregoing amendment was adopted on April 18, 2008.

THIRD: The foregoing amendment was approved by the Board of Directors of the Bank and, pursuant to Section 607.1002(7), Florida Statutes, the foregoing amendment did not require shareholder action or approval.

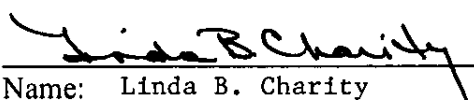
IN WITNESS WHEREOF, the Bank has caused these Articles of Amendment to be signed by the President and Chief Executive Officer of the Bank this 21st day of April, 2008.

FREEDOM BANK
a Florida-chartered commercial bank

By: 
Gerald L. Anthony
President and Chief Executive Officer

Approved by the Office of Financial Regulation this 24th day of April, 2008.

Tallahassee, Florida


Name: Linda B. Charity
Title: Director
Office of Financial Regulation,
Division of Financial Institutions