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OFFICE OF FINANCIAL REGULATION

J. THOMAS CARDWELL
COMMISSIONER

October 7, 2009

VIA INTEROFFICE MAIL

Ms. Karen Gibson
Senior Section Administrator
Amendment Section
Florida Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314-6327

Dear Ms. Gibson:

Please file the enclosed amendment to the Articles of Incorporation of Freedom Bank of America, St. Petersburg, 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: Michael T. Cronin, Esq.
Johnson, Pope, Bokor, Ruppel & Burns, LLP
Post Office Box 1368
Clearwater, Florida 33757-1368

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,

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

WAL:lbl

Enclosures (4)

**FINANCIAL SERVICES
COMMISSION**

CHARLIE CRIST
GOVERNOR

BILL MCCOLLUM
ATTORNEY GENERAL

ALEX SINK
CHIEF FINANCIAL OFFICER

CHARLES BRONSON
COMMISSIONER OF
AGRICULTURE

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
FREEDOM BANK OF AMERICA**

FILED
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ALLAHASSEE, FLORIDA
09 OCT -8 PM 2:57

Pursuant to Section 607.1006, Florida Statutes, the Articles of Incorporation of Freedom Bank of America are hereby amended as follows:

FIRST: Article III of the Articles of Incorporation is hereby amended by deleting the text thereof in its entirety and substituting the following in lieu thereof.

The total number of shares authorized to be issued by the corporation shall be 6,000,000. Such shares shall be at the single class, shall be entitled to one (1) vote per common share, and shall have a par value of \$1.00 per share.

SECOND: The foregoing amendment was adopted by the holders of in excess of a majority of the outstanding shares of common stock, being the sole voting group entitled to vote on the amendment, on September 29, 2009 and the number of votes cast for the amendment was sufficient for approval by the holders of common stock.

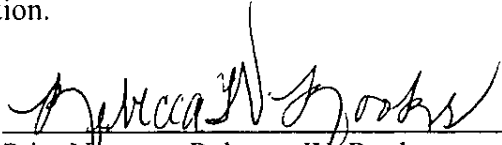
IN WITNESS WHEREOF, the undersigned has caused these Articles of Amendment to Articles of Incorporation to be executed and attested to by its duly authorized officer as of this 1st day of October, 2009.

FREEDOM BANK OF AMERICA

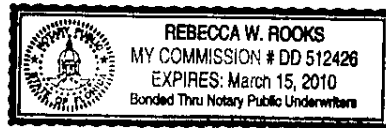
By: 
Print Name: G. Andrew Williams
Title: Chief Executive Officer & President

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 1st day of October, 2009, by G. Andrew Williams, as Chief Executive Officer and President of Freedom Bank of America, a Florida banking corporation.

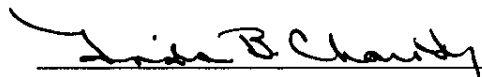

Print Name: Rebecca W. Rooks
Notary Public, State of Florida

Personally Known ☒ or Produced Identification ☐
Type of Identification Produced _____



APPROVAL

Approved by the Florida Office of Financial Regulation this 7th day of October, 2009.


Linda B. Charity, Director
Division of Financial Institutions