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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Amended & Restarted*  
*SF*

**INTEROFFICE  
COMMUNICATION**



**OFFICE OF FINANCIAL  
REGULATION**

Don B. Saxon  
Commissioner

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DATE: October 8, 2007  
TO: Susan Payne, Division of Corporations, Secretary of State  
FROM: Teresa L. Crawford, Bureau of Bank Regulation  
SUBJECT: Providence Bank – Amended and Restated Articles of Incorporation

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The purpose of the attached Article Amendment is to provide for:

“A majority of the full board of directors may, at any time during the year following the annual meeting of the shareholders, increase the number of directors of the Bank by not more than two and appoint persons to fill the resulting vacancies”

Also, to delete certain information that is solely of historical interest.

Please file this amendment and make the following distribution of certified copies:

- 1) Return one (1) copy to:  
Office of Financial Regulation  
Teresa L. Crawford, Bureau of Bank Regulation  
Fletcher Building, Suite 624  
200 East Gaines Street  
Tallahassee, Florida 32399-0371
- 2) Mail one (1) copy to:  
Mr. Gerald B. Ernst  
President and Chief Executive Officer  
Providence Bank  
1501 First Street South  
Winter Haven, Florida 33880

Enclosed is a check for \$52.50 for the certified copies and the filing fee. If you have any questions, please contact me at 410-9689.

Attachments

cc: Area Financial Manager, Tampa

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
PROVIDENCE BANK**

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TALLAHASSEE, FLORIDA**

WHEREAS, the Board of Directors of Providence Bank, Winter Haven, Florida, approved amendments to the Bank's Articles of Incorporation to delete certain information that is solely of historical interest, including the names and the street addresses of the first directors and the person originally signing the Articles of Incorporation as incorporator, and approved and proposed to the shareholders thereof, an amendment to Article V of the Articles of Incorporation as set out herein, and that thereafter on the 14th day of June 2007, at an annual meeting of the shareholders called and held in compliance with Section 607.1006, Florida Statutes, and Providence Bank's Articles of Incorporation and bylaws, at its office in Winter Haven, Florida, at which meeting the holders of a majority of the outstanding capital stock were present, a majority, which was sufficient for approval, approved the amendment.'

NOW THEREFORE, the amended and restated Articles of Incorporation shall read as follows:

**ARTICLE I**

The name of the corporation shall be Providence Bank and its initial place of business shall be at 1501 First Street South, in the City of Winter Haven, in the County of Polk and State of Florida. These Articles shall be effective upon filing.

**ARTICLE II**

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

**ARTICLE III**

The total number of shares authorized to be issued by the corporation shall be 120,000. Such shares shall be of a single class and shall have a par value of \$50.00 per share. The corporation shall begin business with at least \$3,162,500 in paid-in common capital stock to be divided into 63,250 shares. The amount of surplus with which the corporation will begin business will be not less than \$3,162,500 and the amount of undivided profits, not less than \$(325,000) all of which (capital stock, surplus, and undivided profits) shall be paid in cash.

**ARTICLE IV**

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

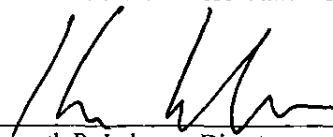
**ARTICLE V**

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 year following the annual meeting of shareholders, increase the number of directors of the Bank by not more than two and appoint persons to fill the resulting vacancies.

**ARTICLE VI**

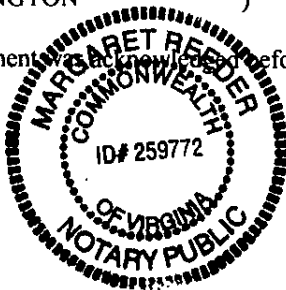
In the event the corporation should elect S Corporation status under the Internal Revenue Code, no transfer of shares of the corporation's stock to any person or entity that would destroy such status (a "Disqualifying Transfer") shall be valid unless approved by the affirmative vote of at least 67% of the outstanding shares of stock of the corporation. This restriction shall be noted conspicuously on the back of all of the certificates representing shares of stock in the corporation. The shareholders of the corporation may enter into an agreement that establishes additional restrictions on transfer of shares. Any such shareholders agreement shall be referenced conspicuously on the back of all of the certificates representing shares of stock in the corporation. The corporation shall have the right, by appropriate action of the board of directors, to impose additional restrictions upon the transfer of any shares of its common stock, or any interest therein, from time to time issued, provided that notice of such restrictions shall be set forth upon the face or the back of the certificates representing such shares of stock.

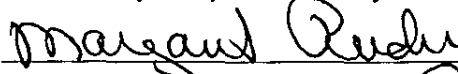
In witness of the foregoing, the undersigned director has executed these Amended and Restated Articles of Incorporation this 28th day of September 2007.

  
Kenneth R. Lehman, Director

COMMONWEALTH OF VIRGINIA )  
COUNTY OF ARLINGTON )

The foregoing instrument was acknowledged before me this 28<sup>th</sup> day of September 2007 by Kenneth R. Lehman.



  
Printed Name: Margaret Reeder  
Notary Public – State of Florida Virginia


My Commission Expires: Margaret Reeder-  
NOTARY PUBLIC

☒ Personally known, or ☐ Produced identification (check correct box)  
Type of Identification produced \_\_\_\_\_

Commonwealth of Virginia  
My Commission Expires 3/31/2010

#### APPROVAL

Approved by the Florida Office of Financial Regulation this 8<sup>th</sup> day of October 2007.

  
Linda B. Charity, Director  
Division of Financial Institutions