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\* See attached Jan -  
\$35.00 ST.

Jm 6/29

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FILED

11 MAY 19 PM 1:17

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Amend  
Tewis  
5-19-11



STREET ADDRESS: 101 East Gaines Street, Suite 636 • PHONE (850) 410-9800 • FAX (850) 410-9548  
MAILING ADDRESS: Division of Financial Institutions, 200 East Gaines Street, Tallahassee, FL 32399-0371  
Visit us on the web: [WWW.FLOFR.COM](http://WWW.FLOFR.COM) • Toll Free: (800) 848-3792

**J. THOMAS CARDWELL**  
COMMISSIONER

May 19, 2011

**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 Community Southern Bank, Lakeland, 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: Richard L. Pearlman, Esquire  
Iglar & Dougherty, P.A.  
2457 Care Drive  
2<sup>nd</sup> Floor  
Tallahassee, Florida 32308

Also enclosed is a check in the amount of \$17.50 representing the certified copy fees. The filing fee in the amount of \$35.00 was provided to the Department of State via journal transfer from the Office of Financial Regulation (OFR). The filing fee was previously deposited in error as a director's fee to the OFR. If you have any questions, please do not hesitate to contact me.

Sincerely,

Jeremy W. Smith  
Financial Control Analyst  
Bureau of Bank Regulation, District 1

JWS:jws

Enclosures (4)

**FINANCIAL SERVICES COMMISSION**

RICK SCOTT  
GOVERNOR

PAM BONDI  
ATTORNEY

JEFF ATWATER  
CHIEF FINANCIAL

ADAM PUTNAM  
COMMISSIONER OF

**Jeremy Smith**

---

**From:** Jeremy Smith  
**Sent:** Thursday, May 19, 2011 9:23 AM  
**To:** 'tlewis@dos.state.fl.us'  
**Cc:** 'kgibson@dos.state.fl.us'  
**Subject:** Community Southern Bank Article Amendment

Ms. Lewis,

Thank you for taking the time to speak with me regarding the Article Amendment for Community Southern Bank.

Please see the attached items;

- 1) Community Southern Article Amendment Filing Fee Letter
- 2) Deposit Correction- JT Transfer- Secretary of State Email

I have sent the copy fees check and article amendment via interoffice mail, and you should receive them today. I will forward any additional information regarding the journal transfer as it becomes available.

If you have any questions, or if I can help with anything, please do not hesitate to contact me.

Thank you,

Jeremy W. Smith  
Financial Control Analyst  
Bureau of Bank Regulation-District 1  
Office of Financial Regulation  
Phone: 850-410-9509  
E-Mail: jeremy.smith@flofr.com

**Lewis, Thelma**

---

**From:** Kathy Culpepper [Kathy.Culpepper@flofr.com]  
**Sent:** Thursday, May 19, 2011 8:59 AM  
**To:** Keisha Walker  
**Cc:** Nancy Kjelgaard; Jeremy Smith  
**Subject:** DEPOSIT CORRECTION - JT TRANSFER - SECRETARY OF STATE

Good Morning, Keisha -

The attached check was deposited into the Division of Financial Institutions account in error (per attached validated document). The check was made payable to Division of Corporations for Article Amendments.

Please JT the following validation to the Secretary of State as soon as possible:

Deposit #: C000208  
Deposit Date: 04/25/11  
Deposit Amount: \$35.00  
Validation #: 1526379

I do not have the account information for Secretary of State.

Please advise when JT has been initiated. We have an additional check that accompanies this transfer to submit to Secretary of State.

Thanks for your help.

Have a great day!

Kathy Culpepper  
Office of Financial Regulation  
Division of Financial Institutions  
Email Address: kathy.culpepper@flofr.com  
Phone: 850-410-9526  
Fax: 850-410-9548

-----Original Message-----

From: no-reply@fldfs.com [mailto:no-reply@fldfs.com]  
Sent: Thursday, May 19, 2011 8:42 AM  
To: Kathy Culpepper  
Subject: Scanned from MFP-06944888 05/19/2011 08:42

Scanned from MFP-06944888.  
Date: 05/19/2011 08:42  
Pages:2  
Resolution:200x200 DPI  
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**Milligan, Michelle**

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**From:** Kathy Culpepper [Kathy.Culpepper@flofr.com]

**Sent:** Tuesday, June 14, 2011 4:01 PM

**To:** Milligan, Michelle

**Subject:** RE: JT

Thank you Michelle! Please let me know if you do not receive the JT by Friday.

Have a great evening!

**Kathy Culpepper**

**Office of Financial Regulation**

**Division of Financial Institutions**

**Email Address:** kathy.culpepper@flofr.com

**Phone:** 850-410-9526

**Fax:** 850-410-9548

---

**From:** Milligan, Michelle [mailto:MMilligan@dos.state.fl.us]

**Sent:** Tuesday, June 14, 2011 3:59 PM

**To:** Kathy Culpepper

**Subject:** JT

Good afternoon Kathy,

Regarding the JT we just discussed, the following is the account information as requested:

[REDACTED]  
[REDACTED]  
[REDACTED]

Please feel free to contact me with any questions regarding this matter.

Sincerely,

Michelle Milligan

Administrative Assistant II

Department of State, Division of Corporations

Phone: 850-245-6900

Please take a few minutes to provide feedback on the quality of service you received from our staff. The Florida Department of State values your feedback as a customer. Kurt Browning, Florida Secretary of State, is committed to continuously assessing and improving the level and quality of services provided to you. Simply click on the link to the "DOS Customer Satisfaction Survey." Thank you in advance for your participation.

[DOS Customer Satisfaction Survey](#)

**Manning, Kenny**

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**From:** Garrison, Deborah  
**Sent:** Tuesday, June 28, 2011 9:20 AM  
**To:** Manning, Kenny  
**Subject:** Copy of JT Payment  
**Attachments:** 20110628\_092731.pdf

Hi Kenny,

Please see the attached JT payment in the amount of \$35.00 from Dept. of Financial Services.  
Please provide the object code for coding information.

Thanks,

Deborah Garrison  
850-245-6563

Please take a few minutes to provide feedback on the quality of service you received from our staff. The Florida Department of State values your feedback as a customer. Kurt Browning, Florida Secretary of State, is committed to continuously assessing and improving the level and quality of services provided to you. Simply click on the link to the "DOS Customer Satisfaction Survey." Thank you in advance for your participation.  
[DOS Customer Satisfaction Survey](#)

POSTED JOURNAL TRANSACTIONS BY SWDN WITHIN BENEFITTING OLO AND SITE

AUDIT LOCATION - STATEWIDE  
 OLO 450000 - DEPARTMENT OF STATE  
 SITE 00 - DEPARTMENT OF STATE  
 SWDN D1000720757 ADOCNO V015349

OLO 430000 - DEPARTMENT OF FINANCIAL SERVICES  
 SITE 00 - DEPT. OF FINANCIAL SERVICES - DISBURSEME  
 (850)413-2118

ACCOUNT CODE		CF TC		OBJECT		AMOUNT		ACCOUNT CODE		CF TC		OBJECT	
43 50 2 275001 43900530 00 220020 00		25		8600		35.00		45 10 1 000132 45300100 00 000100 00		45		45	
								INVOICE # 1526379				35.00	

TRANSACTION CODE TOTAL - 25 35.00 45 35.00

Tallahassee Office

2457 Care Drive  
Tallahassee, Florida 32308  
(850) 878-2411 - Telephone  
(850) 878-1230 - Facsimile

3119 COPY 1174

# IGLER DOUGHERTY

ATTORNEYS AT LAW

Tampa Office

500 N. Westshore Blvd., Suite 1010  
Tampa, Florida 33609  
(813) 289-1020 - Telephone  
(813) 289-1070 - Facsimile

April 25, 2011

Robert D. Hayes  
Chief, Bank Regulation – District I  
Office of Financial Regulation  
Division of Financial Institutions  
200 East Gaines Street  
Tallahassee, Florida 32399

**VIA HAND DELIVERY**

233 1526379 2011-04-25  
000208 \$35.00

**RE: Community Southern Bank, Lakeland, Florida ("Bank")**

Dear Mr. Hayes:

At the Bank's 2009 Annual Meeting of Shareholders, the Bank's shareholders adopted an amendment to the Bank's Articles of Incorporation. In preparing for this year's Annual Meeting of Shareholders, it was discovered that the executed Amendment was never submitted to the Office of Financial Regulation for approval and filing with the Division of Corporations. To rectify this oversight, we have enclosed the executed Amendment and a copy of the Certificate and Report of Inspector of Election from that meeting. We have also enclosed a check for \$35.00 for the filing fee. If the Amendment meets with the OFR's approval, we would ask that you have it executed and forwarded to the Division of Corporations for filing.

We thank you in advance for your assistance. Please do not hesitate to call me 878-2411 should you have any questions regarding this matter.

Sincerely,

**IGLER & DOUGHERTY, P.A.**



Richard Pearlman

Enclosure

**RECEIVED**  
DIVISION OF FINANCIAL INSTITUTIONS  
F/U \_\_\_\_\_ FILE \_\_\_\_\_ DOGI \_\_\_\_\_

MAY 10 2011

RT: \_\_\_\_\_ CY: \_\_\_\_\_  
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APR 25 2011

RT: \_\_\_\_\_ CY: \_\_\_\_\_  
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Tallahassee Office

2457 Care Drive  
Tallahassee, Florida 32308  
(850) 878-2411 - Telephone  
(850) 878-1230 - Facsimile

**IGLER ▼  
DOUGHERTY**  
ATTORNEYS AT LAW

1174  
Tampa Office

500 N. Westshore Blvd., Suite 1010  
Tampa, Florida 33609  
(813) 289-1020 - Telephone  
(813) 289-1070 - Facsimile

May 9, 2011

Robert D. Hayes  
Chief, Bank Regulation – District I  
Office of Financial Regulation  
Division of Financial Institutions  
200 East Gaines Street  
Tallahassee, Florida 32399

**VIA HAND DELIVERY  
RECEIVED**  
**DIVISION OF FINANCIAL INSTITUTIONS**  
F/U \_\_\_\_\_ FILE \_\_\_\_\_ DOGI \_\_\_\_\_

MAY 11 2011

**RE: Community Southern Bank, Lakeland, Florida ("Bank")**

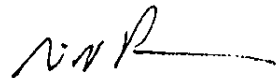
Dear Mr. Hayes:

We are writing in response to your letter dated May 5, 2011, regarding the proposed amendment to the Bank's Articles of Amendment. Enclosed, please find a revised amendment, reflecting a per share par value of \$1.00 for the Bank's preferred stock. Also enclosed is a check for \$17.50, payable to the Department of State.

Should the Office of Financial Regulation have any further comments or questions regarding the amendment, please contact me at 878-2411.

Sincerely,

**IGLER & DOUGHERTY, P.A.**



Richard Pearlman

Enclosure

**ARTICLE OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
COMMUNITY SOUTHERN BANK**

**FILED**  
**11 MAY 19 PM 1:17**  
**SECRETARY OF STATE**  
**TALLAHASSEE FLORIDA**

*Pursuant to the provisions of Section 658.23, 607.1001, 607.1003, 607.1004 and 607.1006, Florida Statutes, Community Southern Bank adopts the following Article of Amendment to its Articles of Incorporation:*

**Amendment adopted:**

Article III of the Articles of Incorporation of Community Southern Bank is hereby amended as follows:

**ARTICLE III CAPITAL STOCK**

*The Bank shall have authority to issue 6,000,000 shares of capital stock, which shall be divided into classes and shall have the following designations, preferences, limitations and relative rights:*

*A. Common Stock. One class shall consist of 5,000,000 shares of Common Stock of \$5.00 par value, designated "Common Stock." Each share shall have the same relative rights and be identical in all respects with every other share of Common Stock. The holders of Common Stock are entitled to elect the members of the Board of Directors of the Bank and such holders are entitled to vote as a class on all matters required or permitted to be submitted to the shareholders of the Bank. Each holder of Common Stock is entitled to one vote per share. The Common Stock is not entitled to cumulative voting rights with respect to the election of directors.*

*B. Preferred Stock. One class shall consist of 1,000,000 shares of preferred stock of \$1.00 par value, designated "Preferred Stock." The Board of Directors of the Bank shall be empowered to divide any and all shares of the Preferred Stock into series and to fix and determine the relative rights and preferences of the shares of any series so established in accordance with Section 607.0602 of the Florida Business Corporation Act, including:*

*(i) the distinctive designation of such series and the number of shares which shall constitute such series;*

*(ii) the annual rate of dividends payable on shares of such series, whether dividends shall be cumulative or non-cumulative, and conditions upon which and the date when such dividends shall be accumulated on all shares of such series issued prior to the record date for the first dividend of such series;*

*(iii) the time or times when and the price or prices at which shares of such series shall be redeemable at the option of the holder or of the Bank and the sinking fund provisions, if any, for the purchase or redemption of such shares;*

*(iv) the amount payable on shares of such series in the event of any liquidation, dissolution or winding up of the affairs of the Bank, whether all or a portion is paid before any amount is paid on the Common Stock;*

*Mam*

(v) the rights, if any, of the holders of shares of such series to convert such shares into, or exchange such shares for, shares of Common Stock or shares of any other series of Preferred Stock and the terms and conditions of such conversion or exchange; and

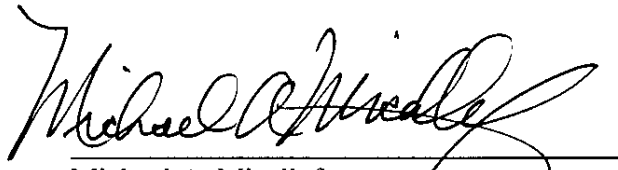
(vi) whether the shares of such series have voting rights and the extent of such voting rights, if any.

The Board of Directors shall have the power to reclassify any unissued shares of any series of Preferred Stock from time to time by setting or changing the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or terms or conditions of redemption, including but not limited to, but subject to the limitations described in, the above provisions.

The foregoing Amendment was adopted by affirmative vote of the holders of a majority of the outstanding shares of common stock of Community Southern Bank, which was the only class of stock entitled to vote and which majority was sufficient to for approval, at a meeting held on April 24, 2009.


**IN WITNESS WHEREOF**, the undersigned duly authorized officer of Community Southern Bank executed this Article of Amendment as of this 24<sup>th</sup> day of April, 2009.

**COMMUNITY SOUTHERN BANK**

  
Michael A. Micallef  
President and Chief Executive Officer

Article of Amendment to the Articles of Incorporation of Community Southern Bank approved by the Florida Office of Financial Regulation this 18 day of May, 2011.

Tallahassee, Florida

  
Linda B. Charity, Director, Office of Financial Regulation