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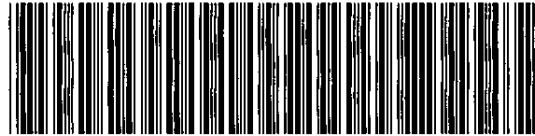
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Restated ART/NLC

SP

**INTEROFFICE
COMMUNICATION**



**OFFICE OF FINANCIAL
REGULATION**

DATE: October 3, 2007

TO: Karon Beyer, Department of State
Division of Corporations - Bureau of Commercial Recordings

FROM: Bruce Ricca, Licensing and Chartering

SUBJ: Florida Traditions Bank
Dade City, Pasco County, Florida
(Proposed New Bank)

Please file the attached Articles of Incorporation for the above-referenced institution, using the **FILING DATE**, as the effective date.

Please make the following distribution of certified copies:

- (1) One copy to: Bruce Ricca
Office of Financial Regulation
Licensing & Chartering
200 East Gaines Street
Tallahassee, FL 32399-0371
- (4) One copy to: Mr. John P. Greeley
Smith Mackinnon, P. A.
P. O. Box 2254
Orlando, Florida 32802-2254
- (3) One copy to: Ms. Charmion Haley
(uncertified) Federal Deposit Insurance Corporation
10 Tenth Street, N. E.
Suite 800
Atlanta, Georgia 30309-3906

Also attached is a check that represents payment of the filing fees, charter tax and certified copies. If you have any questions, please call 410-9528.

**RESTATED
ARTICLES OF INCORPORATION
OF
FLORIDA TRADITION HOLDINGS, INC.**

**FILED
07 OCT -3 AM 11:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

Florida Tradition Holdings, Inc., whose original Articles of Incorporation were filed with the Florida Department of State on March 19, 2007, does hereby amend and restate its Articles of Incorporation by filing the following Restated Articles of Incorporation, pursuant to Section 607.1007, of the Florida Business Corporation Act (the "Act"), and pursuant to Section 658.23 of the Florida Financial Institutions Codes.

ARTICLE I

The name of the corporation shall be Florida Traditions Bank and its place of business shall be located at 14033 8th Street, Dade City, Florida 33525.

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 10,000,000. Such shares shall be of a single class and shall have a par value of \$5.00 per share. The corporation shall begin its commercial banking business with at least \$10,000,000 in paid-in common capital stock to be divided into 2,000,000 shares. The amount of surplus with which the corporation will begin its commercial banking business will be not less than \$9,300,000.

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). The names and street addresses of the directors of the corporation are:

<u>Name</u>	<u>Street Address</u>
Howard A. Altman, Jr.	15702 Jessamine Road, Dade City, Florida 33523
Leonard H. Johnson	14552 Mt. Zion Road, Dade City, Florida 33523

Dale E. Maggard	3770 Clinton Avenue, Dade City, Florida 33525
Pamela L. Mattox	15834 Jessamine Road, Dade City, Florida 33523
William F. Nye	5306 Fox Hunt Drive, Wesley Chapel, Florida 33542
Ronald E. Oakley	8423 Fort king Road, Zephyrhills, Florida 33541
Randall L. Phillips	12752 Tradition Drive, Dade City, Florida 33525
Walter M. Rowland, Jr.	41111 Messick Road, Dade City, Florida 33525
Kevin L. Ryman	11248 Mansker Road, Dade City, Florida 33525
Wilton E. Simpson	21310 Highway 98 North, Trilby, Florida 33593
James S. Stalnaker, Jr.	12911 Tradition Drive, Dade City, Florida 33525
Charles D. Waller	40653 Messick Road, Dade City, Florida 33525
Earl H. Young	5222 Epping Lane, Zephyrhills, Florida 33541

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 this corporation by not more than two and appoint persons to fill the resulting vacancies.

ARTICLE VI

The street address of the registered office of the corporation shall be 14033 8th Street, Dade City, Florida 33525, and the registered agent of the corporation at such address shall be James S. "Bud" Stalnaker, Jr. The principal place of business and the mailing address of the corporation shall be 14033 8th Street, Dade City, Florida 33525. The corporation may change its registered agent, the location of its registered office, its principal place of business, or its mailing address, or any of the foregoing, from time to time without amendment of these Restated Articles of Incorporation.

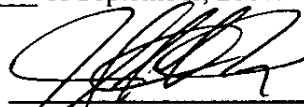
ARTICLE VII

These Restated Articles of Incorporation may be amended in the manner from time to time provided by law and any right conferred upon the shareholders by any provision of these Restated Articles of Incorporation is hereby made subject to this reservation.

CERTIFICATE

The foregoing Restated Articles of Incorporation were duly adopted by the Board of Directors of the corporation in accordance with the Act on September 13, 2007 and by the holders of the shares of Common Stock, being the sole shares entitled to vote thereon, in accordance with the Act, on September 13, 2007, and the number of votes cast for the foregoing Restated Articles of Incorporation was sufficient for approval by such holders of Common Stock.

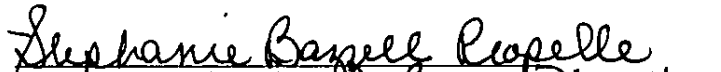
In witness of the foregoing, the undersigned has executed these Restated Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets his hand and seal this 17th of September, 2007.



James S. "Bud" Stalnaker, Jr.

STATE OF FLORIDA)
COUNTY OF PASCO)

The foregoing instrument was acknowledged before me this 17th day of September, 2007, by James S. "Bud" Stalnaker, Jr. as President and Chief Executive Officer of Florida Tradition Holdings, Inc.


Printed Name: Stephanie Bazzell Riopelle
Notary Public - State of Florida at Large

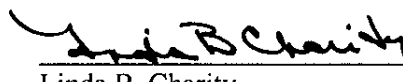
Personally known ☒ or Produced Identification ☐
Type of Identification Produced _____



APPROVAL

Approved by the Florida Office of Financial Regulation this 2ND day of OCTOBER,
2007.

Tallahassee, Florida

A handwritten signature in black ink, appearing to read "Linda B. Charity", is written over a horizontal line.

Linda B. Charity
Director, Division of Financial Institutions