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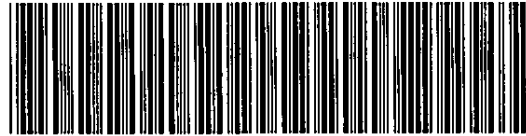
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TALLAHASSEE, FLORIDA

Amendment



FLORIDA OFFICE OF FINANCIAL REGULATION

www.FLOFR.com

DREW J. BREAKSPEAR
COMMISSIONER

June 26, 2015

VIA INTEROFFICE MAIL

Ms. Diane Cushing
Administrator
Amendment Section
Florida Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314-6327

Dear Ms. Cushing:

Please file the enclosed restatement to the Articles of Incorporation for 1st Manatee Bank, Parrish, 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 two copies to: Mr. Lewis Benner
1st Manatee Bank
12215 U.S. Highway 301 North
Parrish, Florida 34219

Also enclosed is a check in the amount of \$70.00 representing the filing and certified copy fees. If you have any questions, please do not hesitate to contact me.

Sincerely,

Michael J. Keithmiller
Financial Administrator, District I
Division of Financial Institutions

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15 JUN 26 PM 4:27
MJP:mg
Enclosures
DIVISION OF FINANCIAL INSTITUTIONS
TALLAHASSEE, FLORIDA

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DIVISION OF FINANCIAL INSTITUTIONS
TALLAHASSEE, FLORIDA

#1196

LUSE GORMAN, PC
ATTORNEYS AT LAW

5335 WISCONSIN AVENUE, N.W., SUITE 780
WASHINGTON, D.C. 20015

TELEPHONE (202) 274-2000
FACSIMILE (202) 362-2902
www.luselaw.com

WRITER'S DIRECT DIAL NUMBER
(202) 274-2027

WRITER'S E-MAIL
thutton@luselaw.com

Mr. Mike Reithmiller
Florida Office of Financial Regulation
200 E. Gaines Street
Tallahassee, Florida 32399

RECEIVED
DIVISION OF FINANCIAL INSTITUTIONS
F/U _____ FILE _____

MAY 26 2015

[Handwritten initials: MT, ML, JMG]
CY: _____

Dear Mr. Reithmiller:

Re: 1st Manatee Bank

As instructed, please find four (4) executed copies of amendments to the Articles of Incorporation for 1st Manatee Bank. As we have discussed, these amendments increase the number of authorized common and preferred stock shares. The amendments were approved by more than a majority of the outstanding common stock at the annual meeting of shareholders of 1st Manatee Bank. Please accept this letter as our filing with the Office of Financial Regulation (the "OFR"). Also, we understand that the OFR will file a copy with the Secretary of State on behalf of 1st Manatee Bank. In addition, please return two certified copies and two certificates of status to my attention. We have included a check, made payable to the Florida Secretary of the State, in the amount of \$70.00, for the applicable fees.

If you have any questions, please do not hesitate to contact me at (202) 274-2027. Thank you.

Sincerely yours,

[Handwritten signature: T. P. Hutton]

Thomas P. Hutton

Enclosures

cc J. Gorman, Esq.
Lewis Benner, 1st Manatee Bank

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION OF
1ST MANATEE BANK**

FILED
15 JUN 26 AM 8:59
SECRETARY
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1006, Florida Statutes, the Articles of Incorporation of 1st Manatee Bank are hereby amended as follows:

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

ARTICLE III

Capital Stock

A. Number and Class of Shares Authorized; Par Value.

The Corporation is authorized to issue the following shares of capital stock:

(1) Common Stock. The Corporation shall have authority to issue 7,000,000 shares of common stock with a par value of \$5.00 per share (referred to in these Articles of Incorporation as "Common Stock").

(2) Preferred Stock. The Corporation shall have authority to issue an aggregate of 2,000,000 shares of preferred stock with a par value of \$1.00 per share (referred to in these Articles of Incorporation as "Preferred Stock").

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 April 21, 2015 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 12th day of May, 2015.

1ST MANATEE BANK



Lewis Benner
President and Chief Executive Officer

CASHIER'S OFFICE

MAY 22 PM 12:33

RECEIVED
DEPARTMENT OF
FINANCIAL SERVICES

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 12th day of May, 2015, by Lewis Benner, as President and Chief Executive Officer of 1st Manatee Bank, a Florida banking corporation.

Loraine A. Peel
Printed Name: Loraine A. Peel
Notary Public, State of Florida

Personally Known ☒ or Produced Identification ☐

Type of Identification Produced personally known



LORAINA A. PEEL
NOTARY PUBLIC
STATE OF FLORIDA
Comm# FF033875
Expires 10/21/2017

APPROVAL

Approved by the Florida Office of Financial Regulation this 25 day of June, 2015.

M. Barry Gilman
M. Barry Gilman
Director, Division of Financial Institutions

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15 JUN 26 AM 8:59
SEC. OF FIN.
TALLAHASSEE, FL 32310