

**INTER-OFFICE  
COMMUNICATION**

**ROBERT F. MILLIGAN  
COMPTROLLER OF FLORIDA**

**DATE:** November 6, 1997

**TO:** Louise Jackson, Bureau of Corporations, Secretary of State

**FROM:** Amy Armstrong Groszos, Financial Specialist  
Bureau of Financial Institutions, District II, Division of Banking

**SUBJECT:** **MARINE BANK OF THE FLORIDA KEYS #1026**

Please file the attached amendment to the articles of incorporation for subject bank.

Please make the following distribution of certified copies:

1. Return two (2) copies to : Bureau of Financial Institutions  
District II, Division of Banking  
The Fletcher Building  
101 East Gaines Street, Suite 63
2. Mail one (1) copy to: W. S. Daniels, President/CEO  
Marine Bank of the Florida Key  
11290 Overseas Highway  
Marathon, FL 33050

FILED  
97 NOV 24 PM 2:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Also attached is a check which represents payment for filing fees and certified copies. If you have any questions, please contact me at 488-0382.

AAG:jm

Attachments

cc: Area Financial Manager, Miami

400002243604--8  
-07/22/97--01044--001  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

FILING 35.00  
R. AGENT \_\_\_\_\_  
(3) CERT. COPY 157.50  
CUS \_\_\_\_\_  
OVERPAYMENT \_\_\_\_\_  
TOTAL 192.50

Amend  
LFT  
11-25-97

P95000013822

CONLIN & MAC MAHON, P.A.

P.O. BOX 500097  
63 53RD STREET, OCEAN  
MARATHON, FLORIDA 33050-0097

JOHN W. CONLIN  
DERMOT P. MAC MAHON

16 July 1997

TELEPHONE  
(305) 743-7999  
FAX  
(305) 743-7241

Florida Department of State  
P.O. Box 6327  
Tallahassee, FL 32314

Attn: Amendment Division

RE: Marine Bank of the Florida Keys

Ladies/Gentlemen:

400002243604--8  
-07/22/97-01044-001  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

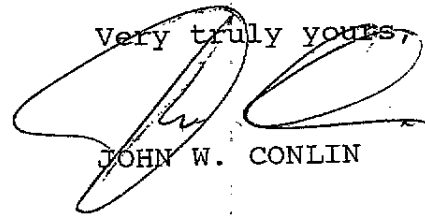
Enclosed for filing, please find:

- Articles of Amendment to Articles of Incorporation of Marine Bank of the Florida Keys

Also enclosed is our check in the amount of \$35.00 in payment of the filing fee.

If you have any questions, please call me. Thank you for your cooperation.

Very truly yours,



JOHN W. CONLIN

JWC:sj

Enclosure

Amend



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

July 28, 1997

JOHN W. CONLIN  
P.O. BOX 500097  
MARATHON, FL 33050-0097

SUBJECT: MARINE BANK OF THE FLORIDA KEYS  
Ref. Number: P95000013822

We have received your document for MARINE BANK OF THE FLORIDA KEYS and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Pursuant to section 655.043, Florida Statutes, a bank, industrial savings bank, trust company, or savings association may not amend its articles of incorporation without written approval of the Department of Banking and Finance. Their address is :

Department of Banking and Finance  
Division of Banking  
The Capitol, Suite 1401  
Tallahassee, FL 32399.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard  
Corporate Specialist

Letter Number: 197A00037831

FILED

97 NOV 24 PM 2:33

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
MARINE BANK OF THE FLORIDA KEYS

PURSUANT TO the provisions of Section 607.1006, Florida Statutes, this Florida Banking Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

On the 31st day of May, 1996, Articles of Amendment were filed by this Corporation amending Article III of its Articles of Incorporation so as to reduce the par value of the common shares of the corporation from \$5.00 per share to \$1.00 per share.

In fact, the Articles of Amendment filed by this Corporation had not been approved by the Florida Division of Banking of the Department of Banking and Finance as required by law and are therefore a nullity.

The purpose of this Amendment is to delete Article III specified in the purported Amendment filed 31 May 1996 and reinstate the original Article III as set forth in this Corporation's Articles of Incorporation.

Article III, entitled "CAPITAL STOCK" in the purported Articles of Amendment filed 31 May 1996, is hereby deleted and the following Article III, entitled "CAPITAL STOCK" is hereby reinstated in this Corporation's Articles of Incorporation:

ARTICLE III  
CAPITAL STOCK

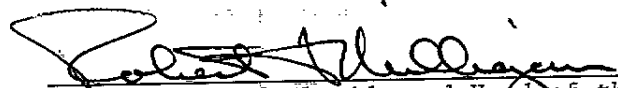
The total number of shares authorized to be issued by the corporation shall be 500,000 common shares. Such shares shall be of a single class and shall have a par value of \$5.00 per share.

In all other respects, the Articles of Incorporation of the Marine Bank of the Florida Keys shall remain as originally executed and filed.

Signed this 7 day of October, 1997.

  
WILLIAM S. DANIELS, President

The foregoing amendment is hereby approved this 29th day of October, 1997.

  
Comptroller of Florida and Head of the  
Department of Banking and Finance

**MARINE BANK OF THE FLORIDA KEYS**  
**Minutes of Annual Shareholders Meeting**  
**Monday, April 22, 1996 5:30 P.M.**  
**Sombrero Country Club**  
**Marathon, Florida**

1. President W. S. Daniels called the meeting to order at 5:35 p.m. and welcomed everyone to the second annual Marine Bank Shareholders Meeting.

2. Secretary John Conlin appointed Mary Thacker to assist him in the tabulation of shares present and by proxy.

3. The next order of business was the approval of the minutes of the February 25, 1995 Shareholders Meeting, motioned by J. Lewis, second by Edith Reed, to approve the minutes. Passed unanimously.

4. W. S. Daniels introduced William Kline, Partner of Peat Marwick KPMc CPA's which did the annual audit and referred any questions on the audit to William Kline.

William Daniels reviewed the financial statements for 1995.

William Daniels also introduced staff present - Jane Saylor, Barbara Hood, Bill Daniels Jr., and Mary Thacker.

5. Mr. John Conlin gave the results of the tabulation to William Daniels, 270,000 shares were represented in person or by proxy which was more than the required 197,001 shares necessary for a quorum.

6. The proposed Directors for 1996 were introduced by William Daniels and a motion to elect the Directors for another year was made by Mary Kay Reich and second by Bill Wilkinson. Passed unanimously.

7. A motion was made to set the number of Directors for 1996 at fifteen was made by Bill Reed, second by Bill Daniels, Jr. Passed unanimously.


8. John Conlin reviewed the Article V, Sec. 3, Changes of the By Laws which relate to succession of management. Motion to approve by David Ringemann, second by Adam Kaminskis. Passed unanimously.

9. John Conlin reviewed the amendment to the Articles of Incorporation change which reduces the par value of Marine Bank stock from \$5.00 per share to \$1.00 per share. He explained that the reason for the change is to reduce the cost of documentation stamps on a new issue by 80% and has no bearing on value of stock. Motion to approve by Jane Daniels, second by Karen Wilkinson. Passed unanimously.

10. William Daniels explained that at the present time there is no plan for expansion (i.e., branches) in the other parts of the Keys. But, if one became available by Nations Bank or Barnett closing a branch, Marine Bank would consider it if economically feasible.

Meeting adjourned at 6:15 p.m.

Respectfully Submitted,

  
W.S. Daniels/President/CEO

  
Joseph Fisher/Chairman of the Board

Excessive Telephone Line Noise - Disconnection From Transmitter Has Occurred  
305 289 0000 11-24-97 06:18PM P003 #42