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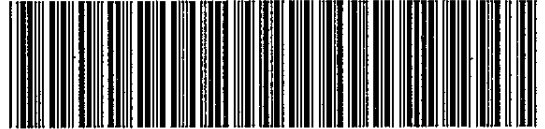
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06 FEB 10 PM 12:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**INTEROFFICE  
COMMUNICATION**



**OFFICE OF FINANCIAL  
REGULATION**

Don B. Saxon  
Director

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DATE: February 9, 2006

TO: Susan Payne, Senior Section Administrator, Bureau of Corporations,  
Secretary of State

FROM: *DMK* Donald M. Kelly, Bureau of Bank Regulation, Office of Financial Regulation

SUBJECT: Article Amendment, Marine Bank of the Florida Keys

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

- (1) Return one (1) copy to: Office of Financial Regulation  
Bureau of Bank Regulation  
200 East Gaines Street  
Tallahassee, Florida 32399-0371
- (2) Mail one (1) copy to: Mr. Brian J. Eagleston  
Chief Financial Officer  
Marine Bank of the Florida Keys  
11290 Overseas Highway  
Marathon, FL 33050

The bank previously provided filing and copying fees to Bureau of Corporations as noted in the attached copy of Darlene Connell's letter of January 9, 2006. I appreciate that to format of the article amendment is unusual, but all elements needed for filing appear to have been addressed. If you have any questions, please contact me at 410-9521.

**Attachments**

cc: Area Financial Manager, Miami (with a copy of the articles to be filed)  
Federal Deposit Insurance Corporation, Kansas City, Kansas (with copy of the articles to be filed)  
Federal Reserve Bank of St. Louis, St. Louis, Missouri (with a copy of the articles to be filed)

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Marine Bank of the Florida Keys

DOCUMENT NUMBER: \_\_\_\_\_

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Brian Eagleston  
(Name of Contact Person)

Marine Bank of the Florida Keys  
(Firm/ Company)

11290 Overseas Highway  
(Address)

Marathon, FL 33050  
(City/ State and Zip Code)

For further information concerning this matter, please call:

Brian Eagleston at ( 305 ) 289-8980  
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &  
Certificate of Status

☐ \$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)

☒ \$52.50 Filing Fee  
Certificate of Status  
Certified Copy  
(Additional Copy  
is enclosed)

**Mailing Address**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Articles of Amendment  
to  
Articles of Incorporation  
of

FILED

06 FEB 10 PM 12:44

Marine Bank of the Florida Keys SECRETARY OF STATE  
(Name of corporation as currently filed with the Florida Dept. of State) TALLAHASSEE, FLORIDA

\_\_\_\_\_  
(Document number of corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

**NEW CORPORATE NAME (if changing):**

Marine Bank

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")  
(A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.")

**AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE)** Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

\_\_\_\_\_  
\_\_\_\_\_  
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(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

(continued)

The date of each amendment(s) adoption: 11/28/2005

Effective date if applicable: 1/1/2006  
(no more than 90 days after amendment file date)

**Adoption of Amendment(s) (CHECK ONE)**

☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_."  
(voting group)

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signature



(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

R. Hunter Padgett

(Typed or printed name of person signing)

President and CEO

(Title of person signing)

**FILING FEE: \$35**

NOTICE TO THE  
OFFICE OF FINANCIAL REGULATION  
FOR A CHANGE IN CORPORATE NAME


Date: 1 /23 /2006

Charter No. 80278

Marine Bank of the Florida Keys (Exact corporate name of bank, trust company or savings and loan association) hereby requests approval to change its corporate name to: Marine Bank

and hereby submits an executed amendment to its Articles of Incorporation for approval by the Office of Financial Regulation, and authorizes the Office of Financial Regulation to file the amendment with the Division of Corporations.

The proposed effective date for the name change is: 1 /30 /2006.

  
Hunter Padgett  
Name of Authorized Officer

(SEAL)

\_\_\_\_\_  
President and CEO  
Title of Authorized Officer

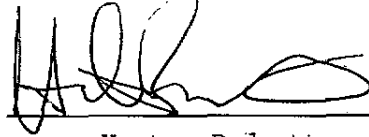
Attachments:        ( ) Executed Amendment

WORKSHEET FOR AMENDMENT OF ARTICLES OF INCORPORATION

The undersigned officers of Marine Bank of the Florida Keys, Marathon, Florida do hereby certify that the Board of Directors of said financial institution approved and proposed to the shareholders thereof, amendment to Article 1 of the Articles of Incorporation as set out herein, and that thereafter on the 28th day of November, A.D. 2005, at a special meeting of the shareholders called and held in compliance with Section 607.1006, Florida Statutes, and with the Articles of Incorporation and bylaws of said corporation at its office in Marathon, Florida, at which meeting the holders of a majority of the outstanding capital stock were present. There is only one class of stock, and a majority, which was sufficient for approval, approved the amendment changing the name of the corporation to Marine Bank and amending Article 1 of the Articles of Incorporation so that effective January 30, 2006, in lieu of its present language it shall read:

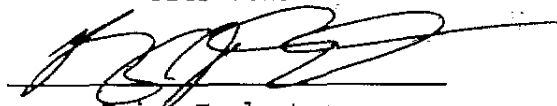
Article 1

The name of the corporation shall be: Marine Bank  
and its place of business, now known as its initial place of business, shall  
be 11290 Overseas Highway  
in the City of Marathon, in the County of Monroe,  
and in the State of Florida.



Hunter Padgett  
President

(Corporate Seal)

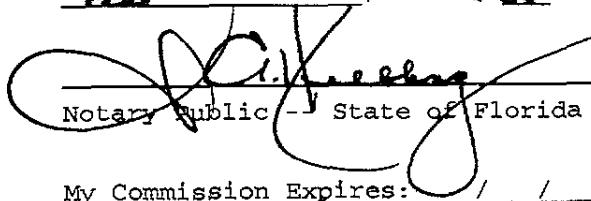


Brian Eagleston  
CFO

STATE OF FLORIDA

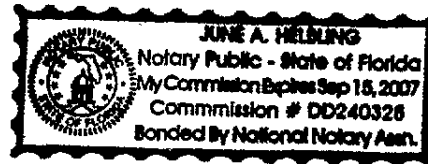
COUNTY OF Monroe

The foregoing instrument was acknowledged before me this 14<sup>th</sup> day of  
Feb, A.D. 2006.

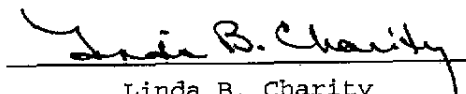


Notary Public - State of Florida at Large

My Commission Expires: 1 / 1 /



Approved by the Office of Financial Regulation this 9th day of  
February, 2006.



Linda B. Charity  
Director