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**Citizens
Community
Bancorp, Inc.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

November 10, 1999

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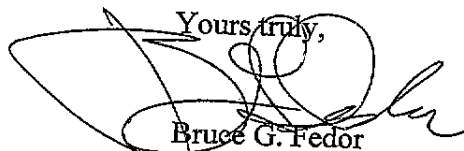
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

In Re: Amendment to Articles of Incorporation
Citizens Community Bancorp, Inc.

Sir or Madam:

Enclosed you will please find the original of an amendment to the Articles of Incorporation of Citizens Community Bancorp, Inc. Please file them in accordance with the Rules of the Department. If there should be any questions please call me at 941 775-0074.

Yours truly,


Bruce G. Fedor
Vice President
General Counsel

Amend

V. SHEPARD NOV 23 1999

**FIRST AMENDMENT TO
THE ARTICLES OF INCORPORATION
OF
CITIZENS COMMUNITY BANCORP, INC.
MARCO ISLAND, FLORIDA**

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The undersigned officer of Citizens Community Bancorp, Inc. ("Corporation") does hereby certify that pursuant to Section 607.1006, *Florida Statutes*, the Board of Directors and holders of at least 66% of the outstanding shares of common stock, approved the amendment to Article VIII, Section 3, as set forth herein. Shareholders approval was obtained.

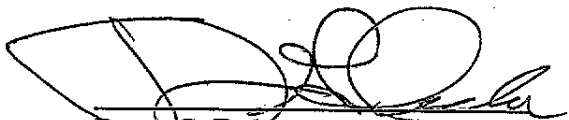
The following amendment is being made pursuant at the 1999 Annual Meeting of Shareholders. Section 3, Article VIII of the Articles of Incorporation which now reads:

ARTICLE VIII - NUMBER OF DIRECTORS

Section 3 -Terms of Directors: Beginning in the year 2002 and each year thereafter, the terms of directors standing for election shall be for one year. As the terms of each Class of directors expires, the directors being nominated shall be elected to serve one-year terms. By the year 2002 there will only be one Class of directors.

The undersigned has executed this First Amendment to the Articles of Incorporation on behalf of Citizens Community Bancorp, Inc. this 28 day of October, 1999.

Attest:



Bruce G. Fedor
Secretary

CITIZENS COMMUNITY BANCORP, INC.

By: 

Richard Storm, Jr.
President and Chief Executive Officer