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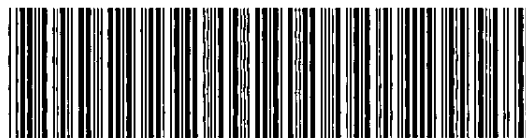
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August 13, 2010

**VIA INTEROFFICE MAIL**

Ms. Karen Gibson  
Senior Section Administrator  
Amendment Section  
Florida Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314-6327

Dear Ms. Gibson:

Please file the enclosed amendment to the Articles of incorporation of Community Bank of Manatee, Lakewood Ranch, 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 one copy to: Bowman Brown, Esq.  
Shutts & Bowen, LLP  
1500 Miami Center  
201 South Biscayne Boulevard  
Miami, Florida 33131

Also enclosed is a check in the amount of \$105.00 representing the filing and certified copy fees. If you have any questions, please do not hesitate to contact me.

Sincerely,

William A. Lott  
Senior Management Analyst II  
Bureau of Bank Regulation

WAL:lbl  
Enclosures (7)

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FINANCIAL SERVICES COMMISSION

CHARLIE CRIST  
GOVERNOR

BILL MCCOLLUM  
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ALEX SINK  
CHIEF FINANCIAL  
OFFICER

CHARLES BRONSON  
COMMISSIONER OF  
AGRICULTURE

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ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
COMMUNITY BANK OF MANATEE

2010 AUG 13 PM 2:57

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.0704 and 607.1006, Florida Business Corporation Act (the "Act"), **COMMUNITY BANK OF MANATEE**, a Florida banking corporation (the "Bank"), hereby adopts the following Articles of Amendment to its Articles of Incorporation:

Amendment

Paragraph A of Article III of the Articles of Incorporation of the Bank is hereby amended and restated in its entirety as follows:

"A. Classes of Stock. The Bank is authorized to issue 50,000,000 shares of common stock, par value, \$1.00 per share (the "Common Stock"), and 10,000,000 shares of preferred stock, par value, \$1.00 per share (the "Preferred Stock")."

Approval of Amendment

The Amendment was approved and adopted by written consent of the holder of a majority of the outstanding common stock of the Bank on August 5, 2010. The holders of the common stock are the only voting group entitled to vote on the amendment, and the approval of the amendment by the holder of a majority of the common stock was sufficient to approve such amendment under the Act and the Bank's Articles of Incorporation and Bylaws.

Effective Date of Amendment

The Amendment shall become effective on the date these Articles of Amendment are filed with the Department of State of the State of Florida.

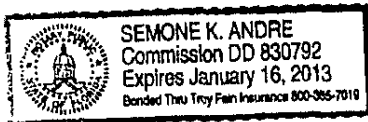
IN WITNESS WHEREOF, Community Bank of Manatee has caused these Articles of Amendment to be signed by the undersigned officer on this 11<sup>th</sup> day of August, 2010.

COMMUNITY BANK OF MANATEE

By: William H. Sedgeman, Jr.  
William H. Sedgeman, Jr.  
Chairman & Chief Executive Officer

STATE OF FLORIDA     )  
  ) SS:  
COUNTY OF MANATEE    )

The foregoing instrument was acknowledged before me this 11<sup>th</sup> day of August, 2010, by William H. Sedgeman, Jr., Chief Executive Officer, of Community Bank of Manatee, a Florida banking corporation, on behalf of the corporation.



Semone K. Andre  
Printed Name: Semone K. Andre

My Commission expires: 1-16-2013

Personally Known ☒ or Produced Identification ☐  
Type of Identification Produced: \_\_\_\_\_

**APPROVAL**

Approved by the Florida Office of Financial Regulation this 13<sup>th</sup> day of August, 2010.

David B. Charity  
Division of Financial Institutions  
Office of Financial Regulation  
By Delegated Authority