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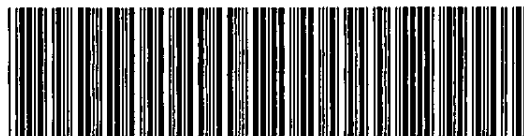
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APR 19 2012

T. LEWIS



STREET ADDRESS: 101 East Gaines Street, Suite 636 • PHONE (850) 410-9800 • FAX (850) 410-9548
MAILING ADDRESS: Division of Financial Institutions, 200 East Gaines Street, Tallahassee, FL 32399-0371
Visit us on the web: WWW.FLOFR.COM • Toll Free: (800) 848-3792

LINDA B. CHARITY
INTERIM COMMISSIONER

April 18, 2012

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 Community Bank & Company, 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 two copies to: Ms. Barbara K. Roberts
C1 Bank
2025 Lakewood Ranch Boulevard
Lakewood Ranch, Florida 34211

Also enclosed is a check in the amount of \$61.25 representing the filing and certified copy fees. If you have any questions, please do not hesitate to contact me.

Sincerely,

Mike J. Reithmiller
Financial Control Analyst
Bureau of Bank Regulation, District 1

MJR

Enclosures (4)

FINANCIAL SERVICES COMMISSION

RICK SCOTT
GOVERNOR

PAM BONDI
ATTORNEY
GENERAL

JEFF ATWATER
CHIEF FINANCIAL
OFFICER

ADAM PUTNAM
COMMISSIONER OF
AGRICULTURE

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
COMMUNITY BANK & COMPANY

Effective date
5-1-12 FILED

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, Community Bank & Company adopts the following Amendment to its Articles of Incorporation:

Amendment

CORPORATE NAME CHANGE. Community Bank & Company hereby changes its corporate name to C1 Bank with an effective date of May 1, 2012.

Approval of Amendment

The Amendment was adopted by the Board of Directors on March 22, 2012 followed by shareholder action in the form of "Written Consent of the Majority Shareholder" on April 9, 2012 (a copy of which written consent is attached).

Effective Date of Amendment

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

IN WITNESS WHEREOF, Community Bank & Company has caused these Articles of Amendment to be signed by the undersigned officer on this 11th day of April, 2012.

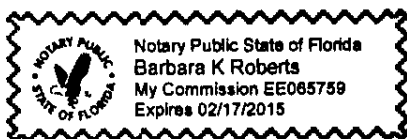
Community Bank & Company

By: William H. Sedgeman, Jr.
William H. Sedgeman, Jr., its Chairman

(Corporate Seal)

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 11th day of April, 2012.



Barbara K. Roberts
Notary Public - State of Florida at Large
My Commission (EE065759) Expires 02/17/2015

Approved by the Office of Financial Regulation this 18 day of April, 20 12

Linda B. Charity
Linda B. Charity
Director

**WRITTEN CONSENT
OF
THE MAJORITY SHAREHOLDER
OF
COMMUNITY BANK & COMPANY**

The undersigned, being the holder of a majority of the outstanding common stock of Community Bank & Company a Florida chartered bank (the "Bank"), hereby adopts the following resolutions:

RESOLVED, that the undersigned shareholder hereby approves and authorizes the Bank to change its name to C1 Bank.

FURTHER RESOLVED, that the Chief Executive Officer and each of the other executive officers of the Bank, acting singly, is hereby authorized and directed to prepare, execute any and all agreements and file Articles of Amendment (or other regulatory filings) reflecting the foregoing as and if required.

FURTHER RESOLVED, that all actions authorized hereby are subject to approval of the State of Florida Office of Financial Regulation, the FDIC, or any other required governmental regulatory approvals.

IN WITNESS WHEREOF, the undersigned have duly executed this Written Consent as of this 9th day of April 2012.

MAJORITY SHAREHOLDER:

CBM FLORIDA HOLDING COMPANY

By: _____

Name: Marcelo Lima

Title: Chairman

By: _____

Name: Trevor R. Burgess

Title: CEO & Vice Chairman