

P95000046143

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**IGLER &
DOUGHERTY, P.A.**

Tallahassee Office

1501 Park Avenue East
Tallahassee, Florida 32301
(850) 878-2411 - Telephone
(850) 878-1230 - Facsimile
e-mail: idhlaw@nettally.com

ATTORNEYS AT LAW

REPLY TO: TALLAHASSEE OFFICE

Tampa Office

500 N. Westshore Blvd, Suite 1010
Tampa, Florida 33609
(813) 289-1020 - Telephone
(813) 289-1070 - Facsimile
e-mail: idhlaw@mindspring.com

March 27, 2003

VIA HAND DELIVERY

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: Amended and Restated Articles of Incorporation of First Community Bank Corporation of America

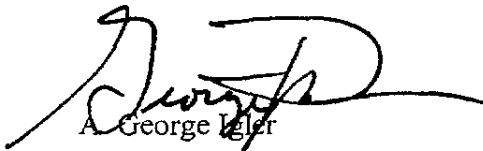
Dear Sir or Madam:

Enclosed for filing are the original Amended and Restated Articles of Incorporation of First Community Bank Corporation of America and a check in the amount of \$43.75, which covers the filing fee and a certified copy. Please let us know when we can pick up the certified copy of the Articles of Incorporation.

If you have any questions concerning the Articles, please call me at (850) 878-2411.

Sincerely,

IGLER & DOUGHERTY, P.A.


A. George Igler

AGI/cff

Enclosures

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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Tallahassee, Florida 32301
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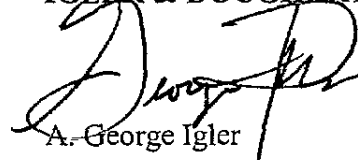
Dear Sir or Madam:

Enclosed for filing are the original Amended and Restated Articles of Incorporation of First Community Bank Corporation of America. The word "initial" was not removed from the article regarding directors, officers, and/or registered agent, because these are the individuals who were designated at the time of incorporation.

If you have any questions concerning the Articles, please call me at (850) 878-2411.

Sincerely,

IGLER & DOUGHERTY, P.A.


A. George Igler

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03 MAR 28 PM 3:28
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

AGI/cff

Enclosure



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

March 28, 2003

IGLER & DOUGHERTY, P.A.

TALLAHASSEE, FL

SUBJECT: FIRST COMMUNITY BANK CORPORATION OF AMERICA
Ref. Number: P95000046143

We have received your document for FIRST COMMUNITY BANK CORPORATION OF AMERICA and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

You need to look at your Article VI carefully and correct the wording to not only remove the word "initial", but also remove the number four since you are showing at least five here on your document.

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) 245-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 603A00018782

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
FIRST COMMUNITY BANK CORPORATION OF AMERICA**

In compliance with the requirements of Sections 607.1001, 607.1003, 607.1006 and 607.1007, *Florida Statutes*, the Articles of Incorporation of First Community Bank Corporation of America are hereby amended and restated as follows to remove those two classes of stock of which no shares are outstanding, to increase the number of shares of capital stock, and to rename the single remaining class of stock, Class B Common Stock, to "Common Stock" to avoid confusion. At a duly called meeting on March 17, 2003, the Board of Directors proposed and approved these amendments and restatement. These amendments and restatement were subsequently adopted by a sufficient number of votes of the single class of stockholders pursuant to a Writing in Lieu of a Special Meeting held on March 17, 2003.

**ARTICLE I
NAME**

The name of this Corporation is First Community Bank Corporation of America.

**ARTICLE II
PURPOSE**

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE III
COMMON STOCK**

There shall be one class of Common Stock consisting of 5,000,000 authorized shares. The par value shall be \$0.10 per share. Each share of Common Stock shall have the same relative rights and be identical in all respects with every other share of Common Stock. The holders of Common Stock are entitled to elect the members of the Board of Directors of the Corporation and such holders are entitled to vote as a class on all matters required or permitted to be submitted to the shareholders of the Corporation. Each holder of Common Stock is entitled to one vote per share. No holder of any class of stock of the Corporation has preemptive rights with respect to the issuance of shares of that or any other class of stock and the Common Stock is not entitled to cumulative voting rights with respect to the election of directors. All shares of Class B Common Stock outstanding as of the date of this amendment shall be renamed and henceforth shall be designated as "Common Stock". Nothing in this amendment is intended to amend or alter the existing rights of Class B Common Stock holders.

**ARTICLE IV
DURATION**

This Corporation shall exist perpetually.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V
PRINCIPAL OFFICE AND REGISTERED AGENT

The principal office of the Corporation shall be located at 9001 Belcher Road, Pinellas Park, Pinellas County, Florida 33782.

The name and street address of the registered agent of the Corporation in the State of Florida is Kenneth P. Cherven, 9001 Belcher Road, Pinellas Park, Pinellas County, Florida 33782. The Board of Directors may, from time to time, appoint a substitute registered agent and move the registered office or the principal office, or both, to any other address in the State of Florida.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) or more directors(s) as provided by the By-Laws. Initially, this Corporation shall have five (5) directors, the names of whom are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Robert M. Menke	360 Central Avenue, St. Petersburg, FL
David K. Meehan	360 Central Avenue, St. Petersburg, FL
Edwin C. Hussemann	360 Central Avenue, St. Petersburg, FL
G. Kristin Delano	360 Central Avenue, St. Petersburg, FL
J. Wayne Mixson	360 Central Avenue, St. Petersburg, FL

ARTICLE VII
OFFICERS

The names and addresses of the officers of this Corporation are as follows:

<u>NAME AND OFFICE</u>	<u>ADDRESS</u>
Robert M. Menke Chairman	360 Central Avenue St. Petersburg, FL
David K. Meehan President	360 Central Avenue St. Petersburg, FL
Edwin C. Hussemann Treasurer	360 Central Avenue St. Petersburg, FL
G. Kristin Delano Secretary	360 Central Avenue St. Petersburg, FL

ARTICLE VIII
COMMENCEMENT OF CORPORATE EXISTENCE

The existence of this Corporation shall commence upon filing with the Secretary of State's office.

ARTICLE IX
INDEMNIFICATION

The Corporation shall indemnify all directors and officers, whether or not then in office, who are or become a party, or are threatened to be made a party, to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative by reason of the fact that such person is or was a director or officer, or is or was serving at the request of the Corporation as an officer or director, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, including any appeal thereof, provided, however, that there shall be no indemnification against gross negligence or willful misconduct.

ARTICLE X
BY-LAWS

The initial By-Laws shall be adopted by the Board of Directors. The power to alter, amend or repeal the By-Laws or adopt new By-Laws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE XI
AMENDMENT

The right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, is reserved to the Board of Directors, and any right conferred upon the shareholders, is subject to this reservation.

ARTICLE XII
INCORPORATORS

The names and addresses of the incorporators of this Corporation are:

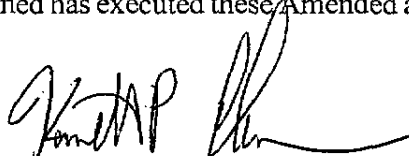
NAME

ADDRESS

G. Kristin Delano

360 Central Avenue, St. Petersburg, FL

IN WITNESS of the foregoing, the undersigned has executed these Amended and Restated Articles of Incorporation this 17th day of March, 2003.

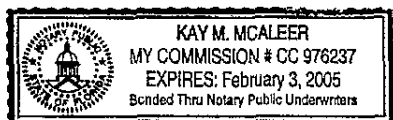


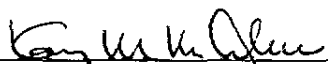
Kenneth P. Cherven, *Chief Executive Officer*

STATE OF FLORIDA)
) ss.
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 17th day of March, 2003, by Kenneth P. Cherven who is personally known to me or who has produced _____ as identification and who did/did not take an oath.

(Seal)





Notary Public - State of Florida at Large
KAY M. MCALEER