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Restated Articles

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*****37.50 *****37.50.

Dear Sir/Madam:

1. Original Restated Articles of Incorporation submitted for filing;
2. A check in the amount of \$87.50 (\$35.00 for filing fee and \$52.50 for one certified copy of the Restated Articles of Incorporation; and
3. A photocopy of the executed Restated Articles of Incorporation

97 JUN 28 PM 12: 43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Very truly yours,

[illegible]

75-2a, Vol 1, Dec 1977, p. 179

RESTATED
ARTICLES OF INCORPORATION
OF

PALM BEACH NATIONAL HOLDING COMPANY

FILED
97 JAN 28 PM 12:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Palm Beach National Holding Company, whose original Articles of Incorporation were filed by the Florida Department of State on April 2, 1996, does hereby amend and restate its Articles of Incorporation by filing the following Restated Articles of Incorporation, pursuant to Section 607.1007, of the Florida Business Corporation Act (the "Act").

ARTICLE I

Name

The name of the Corporation is Palm Beach National Holding Company.

ARTICLE II

Duration

The Corporation shall exist perpetually, commencing April 2, 1996.

ARTICLE III

Purpose

The general purpose of the Corporation shall be the transaction of any and all lawful business for which corporations may be incorporated under the Act. The Corporation shall have all of the powers enumerated in the Act and all such other powers as are not specifically prohibited to corporations for profit under the laws of the State of Florida.

ARTICLE IV

Capital Stock

A. Number and Class of Shares Authorized; Par Value.

The Corporation is authorized to issue the following shares of capital stock:

(1) Common Stock. The aggregate number of shares of common stock (referred to in these Restated Articles of Incorporation as "Common Stock") which the Corporation shall have authority to issue is 10,000,000 with a par value of \$0.01 per share.

B. Common Stock Voting Rights.

Each record holder of Common Stock shall be entitled to one vote for each share held. Holders of Common Stock shall have no cumulative voting rights in any election of directors of the Corporation.

C. Preemptive Rights.

Holders of Common Stock shall not have as a matter of right any preemptive or preferential right to subscribe for, purchase, receive, or otherwise acquire any part of any new or additional issue of stock of any class, whether now or hereafter authorized, or of any bonds, debentures, notes, or other securities of the Corporation, whether or not convertible into shares of stock of the Corporation.

ARTICLE V

Registered Office and Agent; Principal Place of Business

The street address of the registered office of the Corporation shall be 701 U.S. Highway One, Suite 301, North Palm Beach, Florida 33408, and the registered agent of the Corporation at such address shall be Annis I. Arasim. The principal place of business and the mailing address of the Corporation shall be 701 U.S. Highway One, Suite 301, North Palm Beach, Florida 33408. The Corporation may change its registered agent, the location of its registered office, its principal place of business, or its mailing address, or any of the foregoing, from time to time without amendment of these Restated Articles of Incorporation.

ARTICLE VI

Directors

The number of Directors of this Corporation shall be the number from time to time fixed by the shareholders or by the Directors, in accordance with the provisions of the bylaws of the Corporation, but at no time shall the number of Directors be less than one. Directors may be removed by shareholders only for cause.

ARTICLE VII

Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE VIII

Amendment of Restated Articles of Incorporation

These Restated Articles of Incorporation may be amended in the manner from time to time provided by law and any right conferred upon the shareholders by any provision of these Restated Articles of Incorporation is hereby made subject to this reservation.

CERTIFICATE

The foregoing Restated Articles of Incorporation were duly adopted by the Board of Directors of the Corporation in accordance with the Act on December 28, 1996 and by the holders of the shares of Common Stock, being the sole shares entitled to vote thereon, in accordance with the Act, on December 28, 1996, and the number of votes cast for the foregoing Restated Articles of Incorporation was sufficient for approval by such holders of Common Stock.

IN WITNESS WHEREOF, the undersigned President and Chief Executive Officer of this Corporation has executed these Restated Articles of Incorporation on the 30 day of December, 1996.

PALM BEACH NATIONAL HOLDING COMPANY

By: 

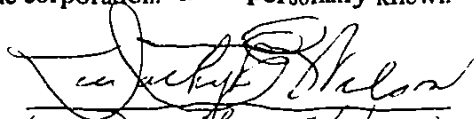
H. Loy Anderson, Jr., President and
Chief Executive Officer

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 20th day of December, 1996, by H. Loy Anderson, Jr., President and Chief Executive Officer, of Palm Beach National Holding Company, a Florida corporation, on behalf of the corporation. He is personally known to me and did not take an oath.



DOROTHY E. WILSON
My Comm Exp. 3/24/00
Bonded By Service Ins
No. CC526836
☒ Personally Known ☐ Other I. R.


(Dorothy E. Wilson)
Print Name Below Signature
Notary Public, State of Florida
My Commission Expires: 3/24/00