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(Requestor's Name)

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(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

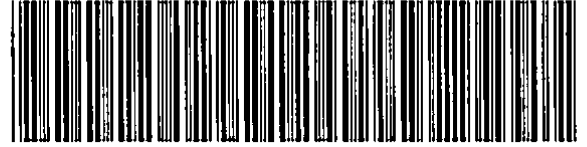
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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19 AUG -2 PM 5:00
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Restated articles/
name change

AUG 02 2019

D CUSHING

FLORIDA OFFICE OF
FINANCIAL REGULATION

INTEROFFICE COMMUNICATION

DATE: 8/1/2019

TO: Ms. Diane Cushing, Department of State
Division of Corporations

FROM: Jason M. Guevara, Financial Administrator, Division of Financial Institutions

RE: **Perry Banking Company, Inc., Merger of Perry Successor Bank with and into Citizens State Bank, and Merger of Citizens State Bank with and into Vystar Credit Union**

Please file the attached articles for the above-reference entities to be filed in the following order:

- Restated Articles of Incorporation of Perry Banking Company, Inc (effective 7:58 pm, Eastern Time on Friday, August 2, 2019);
- Articles of Merger of Perry Successor Bank with and into Citizens State Bank (effective 7:59 pm, Eastern Time on Friday, August 2, 2019); and
- Articles of Merger of Citizens State Bank with and into Vystar Credit Union (effective 8:00 pm, Eastern Time on Friday, August 2, 2019);

Please make the following distribution of copies:

- (1) One certified copy to: Jason Guevara
Office of Financial Regulation
Licensing & Chartering
200 East Gaines Street
Tallahassee, FL 32399
- (2) One certified copy to: Mr. John P. Greeley
Smith Mackinnon, PA
Suite 1200
Citrus Center
255 South Orange Avenue
Orlando, FL 32801

Also attached is a check that represents payment of the filing fees and certified copies. If you have any questions, please call (850) 410-9513.

19 AUG -2 PM 5:00
DIVISION OF CORPORATIONS
RECEIVED

SMITH MACKINNON, PA
ATTORNEYS AT LAW

SUITE 1200
CITRUS CENTER
255 SOUTH ORANGE AVENUE
ORLANDO, FLORIDA 32801

POST OFFICE BOX 2254
ORLANDO, FLORIDA 32802-2254

TELEPHONE: (407) 843-7300
FACSIMILE: (407) 843-2448
EMAIL: jpg7300@aol.com

JOHN P. GREELEY

July 29, 2019

Via Federal Express

Jason M. Guevara, Financial Administrator
Division of Financial Institutions
Florida Office of Financial Regulation
200 East Gaines Street
Tallahassee, Florida 32399-0371

Re: Citizens State Bank
Perry, Florida

Dear Jason:

Enclosed is an original and two copies of each of the following documents:

1. Restated Articles of Incorporation for Perry Banking Company, Inc. ("Perry");
2. Articles of Merger between Perry and Citizens State Bank ("Citizens State"); and
3. Articles of Merger between Citizens State and VyStar Credit Union ("VyStar").

Please note that the Restated Articles convert Perry to a successor institution. The Articles of Merger for Perry and Citizens State are for the merger of Perry with and into Citizens State. Finally, the Articles of Merger between Citizens State and VyStar are for the merger of Citizens State with and into VyStar.

I have also enclosed a check in the amount of \$227.50 payable to the Florida Secretary of State representing the following filing fees:

1. Restated Articles of Incorporation - \$35.00 filing fee and \$17.50 for two certified copies;
2. Articles of Merger between Perry and Citizens State - \$70.00 filing fee and \$17.50 for two certified copies; and
3. Articles of Merger between Citizens State and VyStar - \$70.00 filing fee and \$17.50 for two certified copies.

RECEIVED
DEPT OF FINANCIAL SERVICES
STATE OF FLORIDA
2019 JUL 30 PM 4:32
CASHIER'S OFFICE

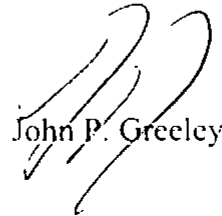
Jason M. Guevara
Florida Office of Financial Regulation
July 29, 2019
Page 2

With regard to the two certified copies of each of the three foregoing documents, one set is for your files, and one set should be mailed to me.

Please do not file the documents with the Florida Secretary of State until I call you the morning of Thursday, August 1, 2019. At that time, we anticipate that we will have the final approval of the merger transaction from NCUA.

As you review the foregoing and the attached materials, please let me know if you have any questions or comments. As always, we very much appreciate your assistance.

Very truly yours,



John P. Greeley

JPG:br

Enclosures

Copy to: Gilbert A. Levy
President and Chief Executive Officer
Citizens State Bank

**RESTATED ARTICLES OF INCORPORATION
OF
PERRY BANKING COMPANY**

Pursuant to the provisions of the Florida Financial Institutions Codes and Section 607.1007, Perry Banking Company adopts the following Restated Articles of Incorporation which shall take effect as of 7:58 p.m., Eastern Daylight Time, on August 2, 2019.

ARTICLE I

The name of the corporation shall be Perry Successor Bank and its place of business shall be located at 2000 S. Byron Butler Parkway, Perry, Florida 32348.

ARTICLE II

The corporation shall be organized as a successor institution in accordance with Sections 658.40(4) and 658-42(2), Florida Statutes.

ARTICLE III

The total number of shares authorized to be issued by the corporation shall be 100,000. Such shares shall be of a single class of common stock and shall have a par value of \$1.00 per share. As of the filing of these Restated Articles of Incorporation, the corporation shall have (i) at least \$44,763 of paid-in common capital stock divided into 44,763 shares, (ii) surplus of at least \$13,833,629, and (iii) undivided profits of at least \$10,196,681, all of which (capital stock, surplus and undivided profits) paid in cash.

ARTICLE IV

The term for which said corporation shall exist shall be one (1) year.

ARTICLE V

The number of directors shall not be fewer than five (5). The names and street addresses of the first directors of the corporation are:

<u>Name</u>	<u>Street Address</u>
John W. Cruce	2000 S. Byron Butler Parkway, Perry, Florida 32348
Mark R. Dickert	2000 S. Byron Butler Parkway, Perry, Florida 32348
Paul W. Dickert	2000 S. Byron Butler Parkway, Perry, Florida 32348
Gilbert A. Levy	2000 S. Byron Butler Parkway, Perry, Florida 32348
Brent Siegel	2000 S. Byron Butler Parkway, Perry, Florida 32348

19 AUG - 2 PM 5: 00
SECRETARY OF STATE
DIVISION OF CORPORATIONS

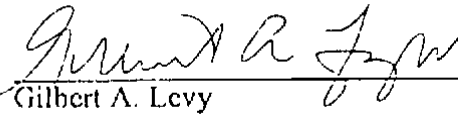
ARTICLE VI

These Restated Articles of Incorporation contain an amendment to the Articles of Incorporation requiring shareholder approval, and these Restated Articles of Incorporation were adopted and approved by the holders of corporation common stock (being the sole voting group entitled to vote on the Restated Articles of Incorporation) on April 4, 2019 and the number of votes cast for the adoption and approval by the shareholders was sufficient for such adoption and approval.

ARTICLE VII

The name and street address of the person signing these Restated Articles of Incorporation as director is Gilbert A. Levy, 2000 S. Byron Butler Parkway, Perry, Florida 32348.

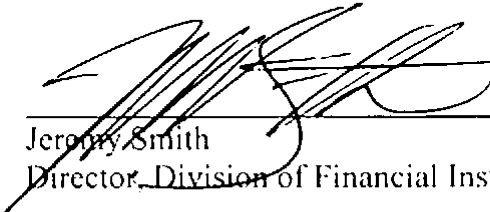
In witness of the foregoing, the undersigned has signed these Restated Articles of Incorporation as of July 25th, 2019.



Gilbert A. Levy

Approved by the Florida Office of Financial Regulation this 1st day of August, 2019.

Tallahassee, Florida



Jeromy Smith
Director, Division of Financial Institutions