



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

OFFICE OF COMPTROLLER
DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA
TALLAHASSEE
32399-0350

P980000031225

November 12, 1998

John P. Greeley, Esquire
Smith, Mackinnon, Greeley, Bowdoin & Edwards
Suite 800
Citrus Center
255 South Orange Avenue
Orlando, FL 32801

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-11/20/98--01012--005
*****87.50 *****87.50

Dear Mr. Greeley:

Re: "Suncoast Bancorp, Inc. "

Reference is made to your letter/fax dated November 6, requesting approval of the above-referenced corporate name which will be a bank holding company of proposed Suncoast National Bank (in organization) , to be located in Sarasota, Florida.

As Section 655.922(2)(a), Florida Statutes, exempts a financial institution, holding company or its subsidiaries from the prohibition against using the word "bank" , "banker", "banking", "trust company", "savings and loan association", "savings bank", or "credit union" in its corporate name, the Division of Banking will not object to the use of the above corporate name being registered as a foreign/domestic corporation to transact business in the State of Florida.

Sincerely,

Art Simon
Director
Division of Banking
101 E. Gaines Street
Fletcher Bldg.-6th Floor
Tallahassee, FL 32399-0350
(850) 488-1111

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 20 PM 3:40

Mr. Greeley gave
OK to add
Inc. to
name

:kr

cc: Karon Beyer, Chief
Bureau of Corporate Records
Secretary of State's Office

Restated / N/C

Sf 11/25/98

SMITH, MACKINNON, GREELEY, BOWDOIN & EDWARDS

PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

JOHN P. GREELEY

SUITE 800
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

November 6, 1998

Via Federal Express

Mr. Wm. Douglas Johnson
Assistant Director
Florida Department of Banking and Finance
101 E. Gaines St., Suite 636
Tallahassee, FL 32399-0350

Re: Suncoast National Bank (In Organization)
Sarasota, Florida

Dear Mr. Johnson:

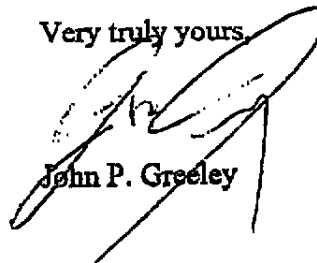
Suncoast National Bank (In Organization), which is organizing as a national bank in Sarasota, Florida, is in the process of forming a bank holding company. As a part of the bank and bank holding company process, the Bank has filed applications with the Office of the Comptroller of the Currency and the Federal Deposit Insurance Corporation. The holding company also will be filing an application with the Federal Reserve Bank of Atlanta.

In order to continue the application process, the Bank desires to change the name of the bank holding company from its current name, Community Holdings Corporation, to Suncoast Bancorp. Enclosed are Restated Articles of Incorporation changing the corporate name (accompanied by a check in the amount of \$87.50 payable to the Florida Secretary of State as a filing fee). We understand that the Florida Secretary of State will require consent from the Florida Department of Banking and Finance in order for the corporate name to include the word "Bancorp." I would appreciate it if you would provide the Department's consent for filing of the Restated Articles of Incorporation and then have the enclosed materials delivered to Ms. Karon Beyer of the Florida Secretary of State's office for filing.

Mr. Wm. Douglas Johnson
November 6, 1998
Page 2

If you have any questions regarding the foregoing, please call me. Thank you very much for your assistance.

Very truly yours,

A handwritten signature in black ink, appearing to read "John P. Greeley", written over the typed name.

John P. Greeley

JPG:erw
Enclosure
Copy to:

Ms. Karon Beyer via facsimile
Mr. William F. Gnerre via facsimile

RESTATED
ARTICLES OF INCORPORATION
OF
SUNCOAST BANCORP, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 20 PM 3:40

Inc.

Suncoast Bancorp, whose original Articles of Incorporation were filed by the Florida Department of State on April 1, 1998 under the name of Community Holdings Corporation, 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 Suncoast Bancorp, Inc.

ARTICLE II

Duration

The Corporation shall exist perpetually, commencing April 1, 1998.

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.

(2) Preferred Stock. The aggregate number of shares of preferred stock (referred to in these Restated Articles of Incorporation as "Preferred Stock") which the Corporation shall have authority to issue is 3,000,000 with a par value of \$.01 per share.

B. Description of Preferred Stock.

The terms, preferences, limitations and relative rights of the Preferred Stock are as follows:

(1) Dividends on the outstanding shares of Preferred Stock shall be declared and paid or set apart for payment before any dividends shall be declared and paid or set apart for payment on the outstanding shares of Common Stock with respect to the same quarterly period. Dividends on any shares of Preferred Stock shall be cumulative only if and to the extent determined by resolution of the Board of Directors, as provided below. In the event of any liquidation, dissolution, or winding up of the affairs of the Corporation, whether voluntary or involuntary, the outstanding shares of Preferred Stock shall have preference and priority over the outstanding shares of Common Stock for payment of the amount, if any, to which shares of each outstanding series of Preferred Stock may be entitled in accordance with the terms and rights thereof and each holder of Preferred Stock shall be entitled to be paid in full such amount, or have a sum sufficient for the payment in full set aside, before any such payments shall be made to the holders of Common stock.

(2) The Board of Directors is expressly authorized at any time and from time to time to provide for the issuance of shares of Preferred Stock in one or more series, with such voting powers, full or limited (including, by way of illustration and not limitation, in excess of one vote per share), or without voting powers, and with such designations, preferences and relative participating, option or other rights, qualifications, limitations or restrictions, as shall be fixed and determined in the resolution or resolutions providing for the issuance thereof adopted by the Board of Directors, and as are not stated and expressed in these Restated Articles of Incorporation or any amendment hereto, including (but without limiting the generality of the foregoing) the following:

(a) The distinctive designation of such series and the number of shares which shall constitute such series, which number may be increased (except where otherwise provided by the Board of Directors in creating such series) or decreased (but not below the number of shares thereof then outstanding) from time to time by resolution of the Board of Directors; and

(b) The rate and manner of payment of dividends payable on shares of such series, including the dividend rate, date of declaration and payment, whether dividends shall be cumulative, and the conditions upon which and the date from which such dividends shall be cumulative; and

(c) Whether shares of such series shall be redeemed, the time or times when, and the price or prices at which, shares of such series shall be redeemable, the redemption price, the terms and conditions of redemption, and the sinking fund provisions, if any, for the purchase or redemption of such shares; and

(d) The amount payable on shares of such series and the rights of holders of such shares in the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation; and

(e) The rights, if any, of the holders of shares of such series to convert such shares into, or exchange such shares for, shares of Common Stock, other securities, or shares of any other class or series of Preferred Stock and the terms and conditions of such conversion or exchange; and

(f) The voting rights, if any, and whether full or limited, of the shares of such series, which may include no voting rights, one vote per share, or such higher number of votes per share as may be designated by the Board of Directors; and

(g) The preemptive or preferential rights, if any, of the holders of shares of such series 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 with the Corporation.

(3) Except in respect of the relative rights and preferences that may be provided by the Board of Directors as hereinbefore provided, all shares of Preferred Stock shall be identical, and each share of a series shall be identical in all respects with the other shares of the same series. When payment of the consideration for which shares of Preferred Stock are to be issued shall have been received by the Corporation, such shares shall be deemed to be fully paid and nonassessable.

C. 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.

D. 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 5922 Cattlemen Road, Suite 202, Sarasota, Florida 34232, and the registered agent of the Corporation at such address shall be John T. Stafford. The principal place of business and the mailing address of the Corporation shall be 5922 Cattlemen Road, Suite 202, Sarasota, Florida 34232. 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.

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

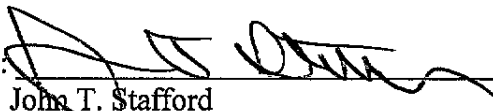
These Restated Articles of Incorporation may be amended in the manner from time to time provided by law and any right conferred upon the shareholders by any provision of these Restated Articles of Incorporation is hereby made subject to this reservation.

CERTIFICATE

The foregoing Restated Articles of Incorporation were duly adopted by the Board of Directors of the Corporation in accordance with the Act on October 15, 1998 and by the holders of the shares of Common Stock, being the sole shares entitled to vote thereon, in accordance with the Act, on October 15, 1998, 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 15th day of October, 1998.

SUNCOAST BANCORP, INC.

By: 
John T. Stafford
President and Chief Executive Officer

STATE OF FLORIDA)
COUNTY OF SARASOTA)

The foregoing instrument was acknowledged before me this 15th day of October, 1998, by John T. Stafford, President and Chief Executive Officer of Suncoast Bancorp, a Florida corporation, on behalf of the corporation. He is personally known to me and did not take an oath.


(Linda A Gay)
Print Name Below Signature
Notary Public, State of Florida



Linda A Gay
My Commission CC636577
Expires April 22, 2001