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SECRETARY OF STATE
TALLAHASSEE, FL 32307

Amend.

G. Coulllette MAR 08 2006

SMITH MACKINNON, PA

PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

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
E-MAIL: JPG7300@AOL.COM

JOHN P. GREELEY

February 28, 2006

Via Federal Express

Florida Secretary of State
Division of Corporations
Bureau of Corporate Records
409 East Gaines Street
Tallahassee, FL 32399

Re: CNLBancshares, Inc.

Dear Sir/Madam:

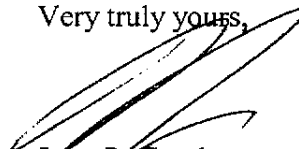
Enclosed are the following documents relating to the above-referenced corporation:

1. Three original copies of an Amendment to the Articles of Incorporation of CNLBancshares, Inc.
2. A check in the amount of \$52.50 (\$35.00 for filing fee and \$17.50 for two certified copies of the Articles of Amendment to the Articles of Incorporation).

Please file the enclosed document as soon as possible and return to us two certified copies of the Amendment. If you have any questions regarding the enclosed, please do not hesitate to call me at your convenience.

Thank you for your assistance.

Very truly yours,



John P. Greeley

JPG:erw
Enclosures

Copy to: Chirag J. Bhavsar
Senior Vice President and Chief Financial Officer
CNLBancshares, Inc.

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION OF
CNLBANCSHARES, INC.
(Pursuant to Section 607.1006 of the
Florida Business Corporation Act)**

FILED
06 MAR - 1 AM 9:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CNLBancshares, Inc., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), in accordance with the provisions of Section 607.1006 of the Florida Business Corporation Act (the "Act"), does hereby amend its Articles of Incorporation as follows:

FIRST: The Articles of Incorporation are amended by deleting Article III in its entirety, and inserting the following in lieu thereof:

ARTICLE III

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 Articles of Incorporation as "Common Stock") which the Corporation shall have authority to issue is 50,000,000 with a par value of \$0.01 per share.

(2) **Preferred Stock.** The aggregate number of shares of preferred stock (referred to in these Articles of Incorporation as "Preferred Stock") which the Corporation shall have authority to issue is 5,000,000 with a par value of \$.01 per share. The Board of Directors of the Corporation shall be empowered to divide any and all shares of the Preferred Stock into series and to fix and determine the relative rights and preferences of the shares of any series so established in accordance with Section 607.0602 of the Florida Business Corporation Act, including (i) the distinctive designation of such series and the number of shares which shall constitute such series; (ii) the annual rate of dividends payable on shares of such series, whether dividends shall be cumulative and the conditions upon which and the date when such dividends shall be accumulated on all shares of such series issued prior to the record date for the first dividend of such series; (iii) the time or times when and the price or prices at which shares of such series shall be redeemable at the option of the holder or of the Corporation and the sinking fund provisions, if any, for the purchase or redemption of such shares; (iv) the amount payable on shares of such series in the event of any liquidation, dissolution or winding up of the affairs of the Corporation, whether all or a portion is paid before any amount is paid on the Common Stock; (v) 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 or shares of any other series of Preferred Stock and the terms and conditions of such conversion or exchange; and (vi) whether the shares of such series shall have voting rights and the extent of such voting rights, if any.

The Board of Directors shall have the power to reclassify any unissued shares of any series of Preferred Stock from time to time by setting or changing the preferences, conversion or other rights,

voting powers, restrictions, limitations as to dividends, qualifications, or terms or conditions of redemption, including but not limited to, but subject to the limitations described in, the above provisions.

Any action by the Board of Directors in authorizing the issuance of Preferred Stock and fixing and determining the provisions thereof is hereby ratified and approved.

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.

D. Description of Series A Preferred Stock.

Pursuant to authority granted by Article III, Section A of the Articles, there is hereby created and the Corporation be, and hereby is, authorized to issue from the 5,000,000 authorized shares of Preferred Stock, 1,500,000 shares of preferred stock which shall have, in addition to the terms set forth in the Articles, the following terms, designations, preferences and privileges, relative, participating, optional and other special rights, and qualifications, limitations, and restrictions:

1. Designation. There shall be 1,500,000 shares of the Preferred Stock of the Corporation hereby constituted as a series of Preferred Stock with a par value of \$0.01 per share designated as Series A Non-Cumulative Perpetual Preferred Stock (hereinafter called the "Series A Preferred Stock").

2. Rank. The Series A Preferred Stock, with respect to dividend rights and rights of liquidation, dissolution or winding up of the Company, ranks senior to the Common Stock and all of the classes and series of equity securities of the Company, other than any classes or series of equity securities of the Company subsequently issued ranking on a parity with, or senior to, the Series A Preferred Stock, as to dividend rights and rights upon liquidation, dissolution or winding up of the Company. The relative rights and preferences of the Series A Preferred Stock may be subordinated to the relative rights and preferences of holders of subsequent issues of other classes or series of preferred stock and equity securities of the Corporation designated by the Board of Directors. The Series A Preferred Stock is junior to indebtedness issued from time to time by the Corporation, including notes and debentures.

3. Number of Shares in Series. The number of shares of Series A Preferred Stock shall initially be 1,500,000 shares, which number from time to time may be increased or decreased (but not decreased below the number of shares of the series then outstanding) by the Board of Directors.

4. Voting. Except as provided by law, the holders of the Series A Preferred Stock shall have limited voting rights, and shall be entitled to vote only upon any proposal for a merger or share

exchange, in each case to which the Corporation is a party, or a sale by the Corporation of all or substantially all of its assets (a "Change of Control"). On those matters in which the holders of Series A Preferred Stock are entitled to vote, the holders shall have the right to one vote for each share of Series A Preferred Stock, and shall be entitled to receive notice of any shareholder's meeting held to act upon such matters in accordance of the Bylaws of the Corporation, and shall be entitled to vote in such manner as provided by law. The holders of Series A Preferred Stock shall vote together with the holders of Common Stock as a single class, and not as a separate class.

5. Liquidation Preference. In the event of any voluntary or involuntary liquidation, dissolution, or winding up of the affairs of the Corporation, then, before any distribution or payment shall be made to the holders of any junior stock, the holders of Series A Preferred Stock shall be entitled to be paid in full the sum of \$5.66 per share. To the extent such payment shall have been made in full to the holders of the Series A Preferred Stock, all other series of Preferred Stock and any parity stock, the remaining assets and funds of the Corporation shall be distributed among the holders of the junior stock, according to their respective rights and preferences and in each case according to their respective shares. If upon liquidation, dissolution or winding up, the amounts so payable are not paid in full to the holders of all outstanding shares of Series A Preferred Stock, and all other shares on a parity with the Series A Preferred Stock, then the holders of Series A Preferred Stock and all other shares on a parity with the Series A Preferred Stock, share ratably in any distribution of assets in proportion to the full amounts to which they would otherwise be respectively entitled. A Change of Control shall not be deemed to be a liquidation, dissolution or winding up of the Corporation within the meaning of the provisions of this Section 5.

6. Convertibility. The Series A Preferred Stock shall automatically convert into shares of the Corporation's Common Stock (a) immediately prior to the closing of a Change of Control, (b) immediately prior to the closing by the Corporation of an initial public offering of the shares of Common Stock under the federal securities laws, or (c) if the Corporation shall become subject to the reporting requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended; *provided, however*, that in the case of the closing of Change of Control or an initial public offering of the shares of Common Stock under the federal securities laws by the Corporation, such conversion shall be conditioned upon the closing of any such transaction, and the holder entitled to receive the Common Stock upon conversion of the Series A Preferred Stock shall be deemed to have converted such shares of Series A Preferred Stock immediately prior to the closing of such transaction. Any conversion of the Series A Preferred Stock into shares of Common Stock pursuant to this Section 6, shall be on the basis of one share of Common Stock for each share of Series A Preferred Stock (subject to the provisions of Section 9). If the shares of Series A Preferred Stock shall be converted into Common Stock pursuant to this Section 6, the shares which are converted shall be cancelled and shall not be issuable by this Corporation thereafter.

7. Dividend Rights. The holders of shares of Series A Preferred Stock shall be entitled to a preference in the distribution of dividends, when and as declared by the Board of Directors, and shall receive out of any assets of the Corporation legally available therefor such dividends prior to the payment of any dividends to the holders of the Common Stock. The shares of Series A Preferred Stock shall be non-cumulative with respect to dividends, and the Corporation shall have the right to waive the declaration of payment of dividends. Any dividends waived by the Corporation shall not accumulate to future periods and shall not represent a contingent liability of the Corporation.

8. Redemption Rights. The shares of Series A Preferred Stock shall have no redemption rights.

9. Antidilution Adjustments. If the outstanding shares of Common Stock are increased or decreased or changed into or exchanged for a different number or kind of shares or other securities of the Corporation or of any other corporation by reason of any merger, consolidation, liquidation, reclassification, stock split up, combination of shares, or stock dividend, appropriate adjustment shall be made by the Board of Directors of the Corporation in the number, and relative terms, of the shares of Series A Preferred Stock.

10. Definitions. As used herein with respect to the Series A Preferred Stock, the following terms have the following meanings:

a. The term "parity stock" means all series of Preferred Stock (including but not limited to Series A Preferred Stock) and any other class of stock of the Corporation hereafter authorized ranking on a parity with the Series A Preferred Stock in the payment of dividends or in the distribution of assets on any liquidation, dissolution or winding up of the Corporation.

b. The term "junior stock" shall mean the Common Stock and any other class of stock of the Corporation hereafter authorized over which Preferred Stock, including without limitation Series A Preferred Stock, has preference or priority in the payment of dividends or in the distribution of assets on any liquidation, dissolution or winding up of the Corporation.

11. Limitations of Rights. Holders of shares of Series A Preferred Stock shall not have any relative, participating, optional or other special rights and powers other than as set forth herein.

SECOND: The Articles of Incorporation are amended to reclassify the shares of Common Stock as follows:

Upon the filing of these Articles of Amendment, each share of Common Stock outstanding immediately prior to such filing held by a shareholder who holds fewer than 3,301 shares of such Common Stock shall, by virtue of the filing of these Articles of Amendment and without any action on the part of the holder thereof, hereafter be reclassified as Series A Preferred Stock, on the basis of one share of Series A Preferred Stock for each share of Common Stock so reclassified, which shares of Series A Preferred Stock shall thereupon be duly issued and outstanding, fully paid and nonassessable. Each share of Common Stock outstanding immediately prior to the filing of these Articles of Amendment held by a shareholder who holds 3,301 or more shares of Common Stock shall not be reclassified and shall continue in existence as a share of Common Stock.

THIRD: Following the effectiveness of the foregoing reclassification of certain shares of Common Stock into Series A Preferred Stock, the outstanding shares of Common Stock and the outstanding shares of Series A Preferred Stock shall be divided as follows:

Immediately following the effectiveness of the foregoing reclassification of certain shares of Common Stock into Series A Preferred Stock, (i) each of the shares of Common Stock issued and outstanding shall be and is hereby automatically divided (without any further act) into three fully-paid and nonassessable shares of Common Stock, and (ii) each of the shares of Series A Preferred Stock issued and outstanding shall be and is hereby automatically divided (without any further act) into three fully-paid and nonassessable shares of Series A Preferred Stock. This division of shares of Common Stock and Series A Preferred Stock shall not affect the authorized shares of Common Stock, Preferred Stock or Series A Preferred Stock, nor shall it affect the par value of any of such shares.

CERTIFICATE

The undersigned, being the duly elected and incumbent President and Chief Executive Officer of CNLBancshares, Inc. (the "Corporation"), a corporation organized under the laws of the State of Florida, does hereby certify that the foregoing Articles of Amendment were duly adopted by the Board of Directors on February 21, 2006, and by the holders of a majority of the outstanding shares of Common Stock, being the sole voting group entitled to vote on the Articles of Amendment, by written consent effective February 28, 2006 and the number of votes cast for the Articles of Amendment was sufficient for approval by the holders of Common Stock.

IN WITNESS WHEREOF, the undersigned has hereunto affixed his signature this 28th day of February, 2006.

CNLBANCSHARES, INC.

By: 

C. Michael Collins

As its: President and Chief Executive Officer