

P98000047475

DINUR & ASSOCIATES, P.C.
ATTORNEYS AND COUNSELORS

ONE LAKESIDE COMMONS
990 HAMMOND DRIVE, SUITE 760
ATLANTA, GA 30328
PHONE (770) 395-3170
FACSIMILE (770) 395-3171
E-MAIL: dinurlaw@mindspring.com

October 1, 1998

Florida Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

000002654600--2
-10/02/98--01072--003
*****35.00 *****35.00

Enclosed for filing is an original and one copy of the **Amended and Restated Articles of Incorporation of Manasota Group, Inc.** Also enclosed is our check in the amount of \$35.00 representing the filing fee for this service and a postage-paid, self addressed envelope. Please return the copy with your acknowledgement stamp affixed.

If you have any questions or we may be of further assistance please do not hesitate to contact this office.

Sincerely

DINUR & ASSOCIATES, P. C.

James A. Priebe

FILED
98 OCT -2 AM 9:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JAP/mtl
enc.

Amend. Restated N.C.

10-7-98

CC

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MANASOTA GROUP, INC.**

The undersigned corporation, **MANASOTA GROUP, INC.** (the "Corporation"), for the purposes of amending and restating its Articles of Incorporation, and pursuant to the provisions of the Florida Business Corporation Act (the "Act"), executes the following Amended and Restated Articles of Incorporation:

ARTICLE I - NAME.

The Name of the Corporation shall be **HORIZON BANCORPORATION, INC.**, and its principal place of business shall be 910-53rd Avenue E, Bradenton, Florida 34203.

ARTICLE II - NATURE OF BUSINESS.

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 - CAPITAL STOCK.

A. **AUTHORIZED SHARES.** The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is 26,000,000, consisting of 25,000,000 shares of common stock, par value \$0.01 per share (the "Common Stock") and 1,000,000 shares of preferred stock, par value \$0.01 per share (the "Preferred Stock"). The shares may be issued from time to time as authorized by the Board of Directors of the Corporation without further approval of the shareholders except as otherwise provided herein or to the extent that such approval is required by statute, rule or regulation.

B. **COMMON STOCK.** Except as otherwise provided by statute or Preferred Stock Designations (as defined below), the holders of the common stock shall exclusively possess all voting

98 OCT - 2 AM 9:56
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

power. Each holder of shares of common stock shall be entitled to one vote for each share held of record by such holder as to each matter submitted to shareholders for approval. There shall be no cumulative voting rights in the election of directors of the Corporation.

C. PREFERRED STOCK. The shares of Preferred Stock may be issued from time to time in one or more series as may be established by the Board of Directors of the Corporation. The Board of Directors is hereby expressly authorized to fix and determine by resolution(s) the number of shares of each series of Preferred Stock and the designation thereof, any voting and other powers, preferences and relative participating, optional or special rights, including the number of votes, if any, per share and such qualifications, limitations or restrictions on any such powers, preferences and rights as shall be stated in the resolution(s) providing for the issue of the series (a "Preferred Stock Designation") and as may be permitted by the Act. The number of authorized shares of Preferred Stock may be increased or decreased (but not below the number of shares of such class or series then outstanding) by the affirmative vote of holders of a majority of the voting power of the then outstanding shares of capital stock, voting together as a single class, without a separate vote of the holders of the Preferred Stock, or any series thereof, unless the vote of such holders if required pursuant to any Preferred Stock Designation.

ARTICLE IV - TERM AND COMMENCEMENT OF EXISTENCE.

This Corporation is to exist perpetually. The date of commencement of corporate existence is date of filing of Articles of Incorporation.

ARTICLE V - DIRECTORS.

A. The Corporation shall be under the direction of the Board of Directors. The Board of Directors shall consist of not less than six (6) nor more than twenty (20) directors. The number of directors within this range shall be fixed from time to time by the Board of Directors pursuant to a resolution adopted by a majority of the directors then in office. The Board of Directors shall be divided into three classes: Class I, Class II, and Class III, with each class to be as nearly equal in number as possible. Each director shall serve for a term ending on the date of the third

annual meeting of shareholders of the Corporation (the "Annual Meeting") following the Annual Meeting at which such director was elected; provided, however, that the directors designated herein as members of Class I shall serve for a term ending on the date of the first Annual Meeting following the date on which such directors are so designated, the directors designated herein as members of Class II shall serve for a term ending on the date of the second Annual Meeting following the date on which said directors were so designated, and the directors designated herein as members of Class III shall serve for a term ending on the date of the third Annual Meeting following the date on which such directors were so designated. Notwithstanding the foregoing, each director shall serve until his successor is elected and qualified or until his death, resignation or removal.

B. The initial Board of Directors of the Corporation shall consist of eleven (11) members, whose names, addresses and initial class are set forth below:

<u>Name</u>	<u>Address</u>
Class I (Term Expiring 1999)	
Charles S. Conoley	41-68 th Court, N.W. Bradenton, FL 34209
Michael Shannon Glasgow	719-46 th St. Court, E. Palmetto, FL 34221
Bruce R. Woodruff	6939 Riversedge St., Cir. Bradenton, FL 34202
Class II (Term Expiring 2000)	
Thomas C. Bennett, Jr.	6144-9 th Avenue Cir., N. E. Bradenton, FL 34202
C. Donald Miller	216-21 st St., W. Bradenton, FL 34216
Stephen C. Mullen	820 Idlewild Way Sarasota, FL 34242
Bruce E. Shackelford	5310 Jim Davis Rd. Parrish, FL 34219

Class III (Term Expiring 2001)

Warren E. Gagner	1808-75 th St., N.W. Bradenton, FL 34209
David K. Scherer	5008 Mangrove Pt., Rd. Bradenton, FL 34210
MaryAnn P. Turner	1822-97 th St., N.W. Bradenton, FL 34209
Clarence R. Urban	3319-59 th Avenue Dr., E. Bradenton, FL 34203

C. Any director may be removed from office at any time, but only for cause, by the affirmative vote of holders of two-thirds of the then outstanding shares of capital stock of the Corporation entitled to be cast, voting together as a single class, at a meeting of shareholders called for that purpose, unless the removal has been approved by a resolution adopted by at least two-thirds of the directors then in office, in which event the removal shall be approved by vote of the holders of a majority of the voting power of the then outstanding shares of capital stock of the Corporation entitled to be cast, voting together as a single class, at a meeting of the shareholders called for that purpose. For purposes of this paragraph, "cause" shall mean any act or omission for which a director may be personally liable to the Corporation or its shareholders pursuant to Article VI hereof, as well as any other act or omission which relates to personal dishonesty, incompetence or intentional failure to perform stated duties.

D. Any vacancy occurring in the Board of Directors, including any vacancy created by reason of an increase in the number of directorships, may be filled by the vote of a majority of directors then in office. Any director so chosen shall hold office until such director's successor shall have been elected and qualified. Any director chosen by the Board of Directors to fill a vacancy created, other than by reason of an increase in the number of directorships, shall serve for the unexpired term of the director whose vacancy is being filled. Any director chosen by the Board of Directors to fill a vacancy created by reason of an increase in the number of directorships shall serve for a term to expire at the next election of directors.

ARTICLE VI - DIRECTOR'S LIABILITY.

A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of his duty of care or other duty as a director by reason of any act or omission, except for liability (i) for any appropriation, in violation of his duties, of any business opportunity of the Corporation; (ii) for acts or omissions which involve intentional misconduct or a knowing violation of law; (iii) for the types of liability set forth in Section 607.0831 of the Act; or (iv) for any transaction from which the director derives an improper personal benefit. If the Act is amended to authorize corporate action further limiting the personal liability of directors, then the liability of a director of the Corporation shall be limited to the fullest extent permitted by the Act, as so amended. Any repeal or modification of this Article by the shareholders of the Corporation shall not adversely affect any right or protection of a director of Corporation existing at the time of such repeal or modification.

ARTICLE VII - INCORPORATION, REGISTERED OFFICE AND REGISTERED AGENT.

The name of the registered agent and the street address of the registered office of the corporation, and the name and address of each incorporator of this corporation is as follows:

Registered Agent:

CHARLES S. CONOLEY

Registered Office:

410-68th Court NW
Bradenton, Florida 34209

Incorporator:

CHARLES S. CONOLEY

410-68th Court NW
Bradenton, Florida 34209

ARTICLE VIII - SHAREHOLDER MEETINGS.

A. Special meetings of shareholders may be called at any time by the Chairman of the Board or the President, by a majority of the directors then in office or by the written request of the holders of at least 25% of the then outstanding shares of capital stock of the Corporation entitled to be cast, voting together as a single class.

B. The shareholders of the Corporation shall not be entitled to take any action by written consent in lieu of taking such action at an annual or special meeting of shareholders called for that purpose.

C. Advance notice of shareholder nominations for election of directors and of business to be brought by shareholders before any meeting of the shareholders of the Corporation shall be given in the manner provided in the Bylaws of the Corporation.

ARTICLE IX - CERTAIN BUSINESS TRANSACTIONS.

A. The affirmative vote of holders of at least two-thirds of the outstanding shares of capital stock entitled to be cast at a meeting called to vote on any transaction submitted to the shareholders pursuant to this Article, voting together as a single class, shall be required for the approval or authorization of: (i) any merger or consolidation of the Corporation or any of its subsidiaries with or into any other corporation, partnership, person or other entity; or (ii) any sale, lease, exchange, transfer or disposition of all or substantially all of the assets of the Corporation or any of its subsidiaries to or with any other corporation, partnership, person or other entity; or (iii) adoption of any plan or proposal for the liquidation or dissolution of the Corporation; provided, however, that such two-thirds voting requirement shall not be applicable if the Board of Directors of the Corporation shall have approved any such action or transaction described in clauses (i), (ii) or (iii) by resolution adopted by at least two-thirds of the directors then in office, in which case the affirmative vote of holders of a majority of the outstanding shares of capital stock entitled to be cast, voting together as a single class, shall be required to approve such action or transaction.

B. The fact that any action or transaction complies with the provisions of this Article shall not be construed to impose any fiduciary duty, obligation or responsibility on the Board of Directors or any member thereof to approve such action or transaction, recommendation, adoption or approval to the shareholders of the Corporation, nor shall any such compliance limit, prohibit or otherwise restrict in any manner the Board of Directors, or any member thereof, with respect to evaluations of, or actions or responses taken with respect to, such action or transaction.

ARTICLE X - BYLAWS.

In furtherance and not in limitation of the power conferred by statute, the Board of Directors is expressly authorized to make, alter, amend and repeal the Bylaws of the Corporation by vote of at least two-thirds of the directors then in office, subject to the powers of the holders of the capital stock of the Corporation to alter, amend or repeal the Bylaws; provided, however, that, with respect to the powers of the holders of capital stock to alter, amend and repeal the Bylaws of the Corporation, notwithstanding any other provisions of these Articles of Incorporation or any provision of law which might otherwise permit a lesser vote or no vote, but in addition to any affirmative vote of holders of any particular class or series of the capital stock of the Corporation required by law, or these Articles of Incorporation, the affirmative vote of holders of at least two-thirds of the voting power of the then outstanding shares of capital stock entitled to be cast, voting together as a single class, shall be required to alter, amend or repeal any provision of Bylaws.

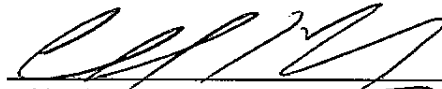
ARTICLE XI - AMENDMENT OF ARTICLES OF INCORPORATION.

The Corporation reserves the right to amend, alter or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred on shareholders herein are granted subject to this reservation. Notwithstanding the preceding sentence, the provisions set forth in this Article and Articles 3, 5, 6, 8, 9 and 10 hereof may not be altered, amended or repealed in any respect, and no other provision(s) may be adopted which would impair in any respect the operation or effect of any such provisions, except by the affirmative vote of holders of at least two-thirds of the voting power of the then outstanding shares of capital stock, voting together as a single class; provided, however, that such two-thirds voting requirement shall not be applicable if the Board of Directors of the Corporation shall approve such action by resolution adopted by at least two-thirds of the directors then in office, in which case the affirmative vote of holders of a majority of the then outstanding shares of capital stock entitled to be cast at the meeting of shareholders called for that purpose, voting together as a single class, shall be required to approve such action.

ARTICLE XII - SAVINGS CLAUSE.

In the event any provision (or portions thereof) of these Articles of Incorporation shall be found to be invalid, prohibited or unenforceable for any reason, the remaining provisions (or portions thereof) of these Articles of Incorporation shall remain in full force and effect, and shall be construed as if such invalid, prohibited or unenforceable provision had been stricken herefrom or otherwise rendered inapplicable, it being the intent of the Corporation and its shareholders that each such remaining provision (or portions thereof) of these Articles of Incorporation remain, to the fullest extent permitted by law, applicable and enforceable as to all shareholders notwithstanding any such finding.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation.



Charles S. Conoley, President


CERTIFICATE OF AMENDMENT AND RESTATEMENT
OF THE ARTICLES OF INCORPORATION
OF MANASOTA GROUP, INC.

The undersigned corporation, **MANASOTA GROUP, INC.** (the "Corporation"), pursuant to Section 607.1007(4) of the Florida Business Corporation Act (the "Act"), executes and publishes the following certificate in conjunction with its Amended and Restated Articles of Incorporation:

1. The Amended and Restated Articles of Incorporation does contain an amendment requiring shareholder approval.

2. The Amended and Restated Articles of Incorporation were approved by the shareholders through unanimous written consent pursuant to Section 607.0704 of the Act.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment and Restatement of the Articles of Incorporation on behalf of the Corporation.



CHARLES S. CONOLEY, President

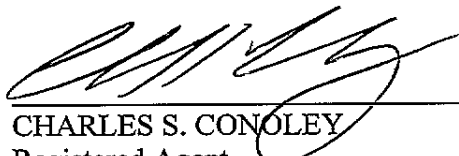
**CERTIFICATE DESIGNATING PLACE OF BUSIENSS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance therewith:

First, that **MANASOTA GROUP, INC.**, organized under the laws of the State of Florida, with its principal office, as indicated in the Amended and Restated Articles of Incorporation, at the City of Bradenton - County of Manatee, State of Florida, has named **Charles S. Conoley, 410-68th Court, N.W., Bradenton**, County of Manatee, State of Florida, as its agent to accept service of process within the state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



CHARLES S. CONOLEY
Registered Agent