

P99000000589

Requestor's Name
 1501 Park Avenue East
 Address
 Tallahassee / FL / 32301
 City/State/Zip
 878-2411
 Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Manufacturers Bancshares, Inc.
 (Corporation Name) 600003086316--5
 -01/03/00--01108--024
 *****78.75 *****78.75
 (Document #)
2. Amended &
 (Corporation Name) (Document #)
3. Restated
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☒ Certified Copy
- ☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
 00 JAN -3 PM 4:19
 TALLAHASSEE, FLORIDA

RECEIVED
 00 JAN -3 PM 2:45
 DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

Examiner's Initials _____

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MANUFACTURERS BANCSHARES, INC.**

FILED
00 JAN -3 PM 4:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of Chapter 607, *Florida Statutes*, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following ***Amended and Restated*** Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I - NAME

The name of the corporation is Manufacturers Bancshares, Inc. ("Corporation"). The initial street address of the principal office of the Corporation is 4144 North Armenia Avenue, Tampa, Florida 33607 or at such other place within the State of Florida as the Board of Directors may designate.

ARTICLE II - NATURE OF BUSINESS

The Corporation has been formed to be the bank-holding company of Manufacturers Bank of Florida, state-chartered bank. The Corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States and the State of Florida, or any other state, country, territory or nation.

ARTICLE III - CAPITAL STOCK

Section 1 - Classes of Stock: The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is 12,000,000, consisting of:

- A. 2,000,000 shares of preferred stock ("Preferred Stock"); and
- B. 10,000,000 shares of common stock, par value one cent (\$0.01) per share ("Common Stock").

Section 2 - Common Stock: There shall be one class of Common Stock. Each share of Common Stock shall have the same relative rights and be identical in all respects with every other share of Common Stock. The holders of Common Stock are entitled to elect the members of the Board of Directors of the Corporation and such holders are entitled to vote as a class on all matters required or permitted to be submitted to the shareholders of the Corporation. Each holder of Common Stock is entitled to one vote per share.

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

Section 3 - Preferred Stock: The Board of Directors is authorized, subject to any limitations prescribed by law, to provide for the issuance of the shares of Preferred Stock in series, and by filing a certificate pursuant to the applicable laws of the State of Florida (such certificate being hereinafter referred to as a "Preferred Stock Designation"), to establish from time to time the number of shares to be included in each such series and to fix the stated value, designation, powers, preferences and right of the shares of each such series and any qualifications, limitations or restrictions thereof. The number of authorized shares of Preferred Stock may be increased or decreased (but not below the number of shares then outstanding) by the affirmative vote of the holders of a majority of the Common Stock, without a vote of the holders of the Preferred Stock, or of any series thereof, unless a vote of any such holders is required pursuant to the terms of any Preferred Stock Designation.

ARTICLE IV - REGISTERED AGENT AND STREET ADDRESS

The name of the registered agent is Igler & Dougherty, P.A., 1501 Park Avenue East, Tallahassee, Florida 32301, which address is also the address of the Registered Office of the Corporation.

ARTICLE V - MANAGEMENT OF THE CORPORATION

Section 1 - Authority of the Board: The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. In addition to the powers and authority expressly conferred upon them by the Florida Statutes or by these *Amended and Restated* Articles of Incorporation or the Bylaws of the Corporation, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation.

Section 2 - Action by Shareholders: Any action required or permitted to be taken by the shareholders of the Corporation must be effected at a duly called Annual or Special Meeting of Shareholders of the Corporation and may not be effected by any consent in writing by such shareholders.

Section 3 - Special Meeting of Shareholders: Special Meeting of Shareholders of the Corporation may be called by the Board of Directors pursuant to a resolution adopted by a majority of the total number of authorized directors (whether or not there exist any vacancies in previously authorized directorships at the time any such resolution is presented to the Board for adoption), the Chairman of the Board or Chief Executive Officer of the Corporation, or by shareholders holding at least 20% of the outstanding shares of the Corporation.

ARTICLE VI - DIRECTORS

Section 1 - Number of Directors: The Board of Directors of the Corporation shall be comprised of not less than three (3) nor more than fifteen (15) directors and shall be fixed from time to time exclusively by the Board of Directors pursuant to a resolution adopted by a majority of the Full Board as set forth in the Corporation's Bylaws. The Board of Directors is authorized to increase the number of directors by no more than two and to immediately appoint persons to fill the new director positions until the next Annual Meeting of Shareholders, at which meeting the new director positions shall be filled by persons elected by the shareholders of the voting power of all the then-outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class.

Section 2 - Election and Term: Directors shall be elected by a plurality of the votes cast by the shares entitled to vote in the election at a meeting at which a quorum is present. The term of the initial directors of the Corporation expires at the first shareholders' meeting at which directors are elected.

Section 3 - Classes: The Directors shall be divided into three classes, as nearly equal in number as reasonably possible, with the term of office of the first class (Class I) to expire at the 1999 Annual Meeting of the Shareholders, the term of office of the second class (Class II) to expire at the 2000 Annual Meeting of Shareholders and the term of office of the third class (Class III) to expire at the 2001 Annual Meeting of Shareholders. At each Annual Meeting of Shareholders following such initial classification and election, directors elected to succeed those directors whose terms expire shall be elected for a term of office to expire at the third succeeding Annual Meeting of Shareholders after their election.

Section 4 - Vacancies: Subject to the rights of the holders of any series of Preferred Stock then outstanding, newly created directorships resulting from any increase in the authorized number of directors or any vacancies in the Board of Directors resulting from death, resignation, retirement, disqualification, removal from office or other cause may be filled only by a majority vote of the directors then in office, though less than a quorum. Directors so chosen shall hold office for a term expiring at the next Annual Meeting of Shareholders. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director.

Section 5 - Notice: Advance notice of shareholder nominations for the 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.

Section 6 - Removal by Shareholders: Subject to the rights of the holders of any series of Preferred Stock then outstanding, any director, or the entire Board of Directors, may be removed from office at any time by a majority of the voting power of all of the then-outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class.

ARTICLE VII - ACQUISITION OFFERS

The Corporation shall not be merged or consolidated with another corporation or entity and the Corporation shall not sell or otherwise dispose of all or substantially all of the properties or assets of the Corporation unless such merger, consolidation, sale or disposition is approved by a vote of a majority of the outstanding shares of common stock of the Corporation.

The Board of Directors of the Corporation, when evaluating any offer of another Person to: (i) make a tender or exchange offer for any equity security of the Corporation, (ii) merge or consolidate the Corporation with another corporation or entity, or (iii) purchase or otherwise acquire all or substantially all of the properties and assets of the Corporation, shall, in connection with the exercise of its judgment in determining what is in the best interest of the Corporation and its shareholders, give due consideration to all relevant factors including, without limitation, the social and economic effect of acceptance of such offer on the Corporation's present and future customers and employees and those of its Subsidiaries; on the communities in which the Corporation and its Subsidiaries operate or are located; on the ability of the Corporation to fulfill its corporate objectives as a financial institution holding company and on the ability of its subsidiary financial institutions to fulfill the objectives of such institutions under applicable statutes and regulations.

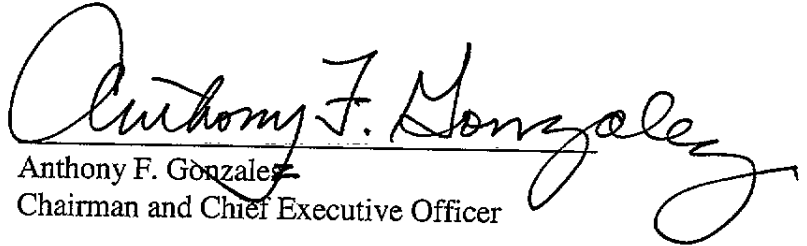
ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by Florida law.

ARTICLE IX - AMENDMENT

The Corporation reserves the right to amend or repeal any provision contained in these *Amended and Restated* Articles of Incorporation in the manner prescribed by Chapter 607, *Florida Statutes*, and all rights conferred upon shareholders are granted subject to this reservation; however, an affirmative vote of a majority of the outstanding common stock of the Corporation shall be necessary to amend Section 6 of Article VI and Article VIII of these Articles.

IN WITNESS WHEREOF, the undersigned has executed these *Amended and Restated* Articles of Incorporation this 23rd day of December, 1999.


Anthony F. Gonzalez
Chairman and Chief Executive Officer

These Amended and Restated Articles of Incorporation contain an amendment deleting preemptive rights which was approved by the majority of the holders of Manufacturers Bancshares' common stock, the only voting group entitled to vote on the Amendment. The number of votes cast for the amendments were sufficient for approval by the Common Shareholders.

Signed this 23rd day of December, 1999.


Anthony F. Gonzalez
Chairman and Chief Executive Officer