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SECRETARY OF STATE
TALLAHASSEE, FL 32399

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DIVISION OF CORPORATION

Amend

Q. Cancellation DEC 07 2004



Atlanta ■ Washington

RESIDENT IN ATLANTA OFFICE
DIRECT DIAL: (404) 572-6810
RKLINGLER@POGOLAW.COM

December 6, 2004

VIA HAND DELIVERY

Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Premier Bank Holding Company Articles of Amendment

To Whom It May Concern:

Enclosed for filing are an original and one copy of the Articles of Amendment for Premier Bank Holding Company. Also enclosed is a check in the amount of \$43.75 payable to the Department of State for the filing fee and a certified copy.

If you have any questions, please call the undersigned at (404) 572-6810.

Sincerely,

A handwritten signature in black ink, appearing to read "Rob Klingler".

Robert D. Klingler

For Powell Goldstein LLP

cc: Mr. G. Matthew Brown, Premier Bank

**ARTICLES OF AMENDMENT TO
THE
ARTICLES OF INCORPORATION
OF
PREMIER BANK HOLDING COMPANY**

FILED
04 DEC -7 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1006 of the Florida Business Corporation Act (the "Act"), Premier Bank Holding Company (the "Corporation") hereby adopts the following Articles of Amendment, to wit:

1.

The name of the Corporation is **Premier Bank Holding Company.**

2.

The Corporation hereby amends and restates its Articles of Incorporation as set forth, in its entirety, in Exhibit A attached hereto and incorporated herein.

3.

The Amended and Restated Articles of Incorporation of the Corporation were adopted by its board of directors and shareholders pursuant to Section 607.1003 of the Act on January 20, 2004 at a duly called and authorized meeting of the board of directors and by written consent of its sole shareholder in accordance with the Bylaws of the Corporation.

[Remainder of this page intentionally left blank.]

EXHIBIT A:
PREMIER BANK HOLDING COMPANY
AMENDED AND RESTATED
ARTICLES OF INCORPORATION

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PREMIER BANK HOLDING COMPANY**

ARTICLE I

The name of the corporation shall be PREMIER BANK HOLDING COMPANY and its initial place of business shall be at 3110 Capital Circle, N.E., Tallahassee, FL 32308.

ARTICLE II

The corporation may engage in any activity or business permitted under the laws of the State of Florida and the United States of America.

ARTICLE III

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is 800,000 shares of common stock having a par value of \$0.01 per share.

ARTICLE IV

The Board of Directors shall be divided into three (3) classes, Class I, Class II and Class III, which shall be as nearly equal in number as possible. Each director in Class I shall be elected to an initial term of one (1) year, each director in Class II shall be elected to an initial term of two (2) years, each director in Class III shall be elected to an initial term of three (3) years, and each director shall serve until the election and qualification of his or her successor or until his or her earlier resignation, death or removal from office. Upon the expiration of the initial terms of office for each Class of directors, the directors of each Class shall be elected for terms of three (3) years, to serve until the election and qualification of their successors or until their earlier resignation, death or removal from office.

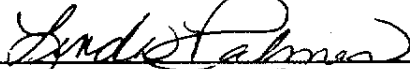
ARTICLE V

Each shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the subscription price offered to the general public, a pro rata portion of any stock of any class that the Corporation may issue or sell.

[Remainder of This Page Intentionally Left Blank]

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 6thth day of December, 2004.

PREMIER BANK HOLDING COMPANY

By: 
Name: Linda Palmer
Title: Secretary

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