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Inter-Office  
Communication



Robert F. Milligan  
Comptroller of Florida

DATE: September 25, 2000  
TO: Louise Flemming-Jackson, Division of Corporations  
FROM: *Bill* Bill Lott, Division of Banking  
SUBJECT: Article Amendment - Heritage Bank of Florida  
Lutz, Florida

Please file the enclosed amendment to the Articles of Incorporation of Heritage Bank of Florida, Lutz, Florida, at your earliest convenience.

Please make the following distribution of the certified copies:

- (1) Return one (1) copy to: Division of Banking  
Fletcher Building, Suite 636  
101 East Gaines Street  
Tallahassee, Florida 32399-0350
- (2) Mail one (1) copy to: Mr. Richard E. Adams  
President and Chief Executive Officer  
Heritage Bank of Florida  
23000 State Road 54  
Lutz, Florida 33549

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-09/27/00--01073--001  
\*\*\*\*\*52.50 \*\*\*\*\*52.50

Also enclosed is a check for \$52.50 representing the filing and certified copy fees. If you have any questions, please contact me at (850) 410-9111.

Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 SEP 26 AM 10:36

*Amendment*  
*LF*  
*9-28-2000*

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
HERITAGE BANK OF FLORIDA

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 SEP 26 AM 10:36

Pursuant to the provisions of Section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

**FIRST:** Amendment adopted: Article V was amended to read as follows:

The number of directors shall not be less than five (5). A majority of the full board of directors may, at any time during the years following the annual meeting of shareholders in which such action has been authorized, increase the number of directors by not more than two and appoint persons to fill resulting vacancies. The names and street addresses of the first directors of the corporation are:

<u>NAME</u>	<u>STREET ADDRESS</u>
Richard E. Adams	3615 Little Road, Lutz, Fl 33549
John L. Adcock	16104 Sonsoles De Avila, Tampa, FL 33613
Dr. Byron E. Clark	4242 Golf Club Lane, Tampa, FL 33624
Robert M. Clarke	6304 Running River Pl, Temple Terrace, FL 33617
Juan Illas	13618 Lytton Way, Tampa, FL 33624
Nelson Martinez, Jr.	3904 Floyd Road, Tampa, FL 33624
Armando O. Roche	12130 Fort King Hwy., Thonotosassa, FL 33592
Joseph A. Spicola	11708 Casey Road, Tampa, FL 33624

The directors shall be divided into two classes of four directors each and hold office for a term of two years. The directors shall be elected so that the term of the first class expires at the next annual meeting and the term of the second class expires one year later. At each annual


meeting held after the classification and election of directors, directors whose terms expire at the annual election shall be chosen for a full term. Directors shall hold office until successors have been elected and have qualified. Any vacancy in the Board of Directors shall be filled in the manner provided for in the bylaws of the corporation.

**SECOND:** The date of the amendment's adoption: March 30, 2000.

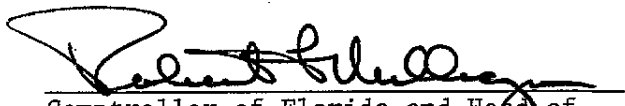
**THIRD:** Adoption of amendment:

The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Signed this 6<sup>th</sup> day of APRIL, 2000.

  
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RICHARD E. ADAMS, President

The foregoing amendment is hereby approved this 21<sup>st</sup> day of September 2000.

  
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Comptroller of Florida and Head of  
the Department of Banking and Finance