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April 25, 2002

Greg Robichaud, Financial Specialist
Office of Licensing & Chartering
Florida Division of Banking
101 East Gaines Street
Fletcher Building, Suite 636
Tallahassee, FL 32399-0350

200005370302--9
-04/29/02--01102--001
*****43.75 *****43.75

Re: Heritage Bank of Florida (the "Bank")

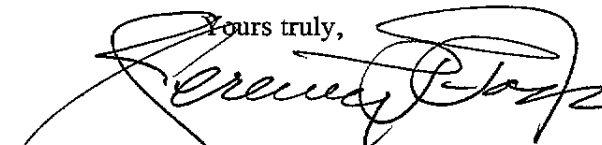
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-05/14/02--01046--022
*****8.75 *****8.75

Dear Mr. Robichaud:

On behalf of the Bank, and in accordance with our several recent conversations, I am enclosing an original and one copy of its proposed form of Articles of Amendment to and Restatement to the Articles of Incorporation, the content of which will be self-explanatory. Also enclosed is our firm check in the amount of \$43.75, made payable to the Department of State, in payment of all required filing fees, as well as a copy of the resolutions that were adopted by the Bank's Board of Directors at its meeting on April 9. With regard to that latter document, you will note that the final decision of the Board was to forgo the granting of an election to the holders of fractional interests, and, in lieu thereof, to simply pay each such holder the monetary sum of \$6.00 (such amount being one-half of the estimated current value of each share, determined on a pre-split basis). The Bank expects to pay the aggregate sum of \$30 to the five shareholders who hold an odd number of its outstanding shares.

I will appreciate having the Department review the Articles of Amendment, and, assuming they are found to be in proper order, for such instrument thereafter to be approved by Comptroller Milligan and filed with the Department of State. I would also appreciate having you request the Department of State to certify and return to me the enclosed copy. Needless to say, if you have any questions concerning this matter, please advise.

Yours truly,


Jeremy P. Ross

Enclosures

Amended & Restated
LFT
5-17-2002

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2002 MAY 14 PM 5:45
258226

**Inter-Office
Communication**



**Robert F. Milligan
Comptroller of Florida**

DATE: May 13, 2002
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 and restatement of 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: Jeremy P. Ross, Esq.
Bush, Ross, Gardner, Warren & Rudy, P.A.
Post Office Box 3913
Tampa, Florida 33601

Also enclosed is a check for \$8.75 representing the fee for one certified copy. A check in the amount of \$43.75 (\$35.00 filing fee and \$8.75 for one certified copy) is already in your possession, having been included with the amendment/restatement previously sent to you in error prior to being approved by the Department of Banking and Finance.

If you have any questions, please contact me or Greg Robichaud at (850) 410-9111.

Enclosures



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 7, 2002

Greg Robichaud
% DIVISION OF BANKING
101 East Gaines Street
Tallahassee, FL 32399-0350

SUBJECT: HERITAGE BANK OF FLORIDA
Ref. Number: P99000036177

We have received your document for HERITAGE BANK OF FLORIDA and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Must have written approval of the Division of Banking and Finance before the attached amendment can be filed.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6910.

Louise Flemming-Jackson
Corporate Specialist Supervisor

Letter Number: 302A00028486

2002 MAY 14 PM 5:45

ARTICLES OF AMENDMENT TO AND RESTATEMENT
OF THE ARTICLES OF INCORPORATION
OF
HERITAGE BANK OF FLORIDA

HERITAGE BANK OF FLORIDA, a Florida commercial banking corporation (the "Corporation"), hereby certifies as follows:

1. Article III of the Articles of Incorporation of the Corporation, presently reading as follows:

"The total number of shares authorized to be issued by the corporation shall be One Million Five Hundred Thousand (1,500,000). Such shares shall be of a single class and shall have a par value of Five Dollars (\$5.00) Dollars per share. The corporation shall begin business with at least Two Million Five Hundred Thousand Dollars (\$2,500,000) in paid-in common capital stock to be divided into Five Hundred Thousand (560,000) shares. The amount of surplus with which the corporation will begin business will be not less than One Million Dollars (\$1,000,000.00) and the amount of undivided profits not less than One Million Five Hundred Thousand Dollars (\$1,500,000.00) all of which (capital stock, surplus and undivided profits) shall be paid in cash. Each shareholder 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."

is hereby amended in its entirety to read as follows:

"The total number of shares authorized to be issued by the corporation shall be 1,500,000. Such shares shall be of a single class and shall have a par value of \$3.33 per share. Each shareholder 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."

2. As so amended, the Articles of Incorporation of the Corporation are hereby restated in their entirety to read as follows:

ARTICLE I

Corporate Name and Principal Office

The name of this corporation shall be HERITAGE BANK OF FLORIDA, and its principal place of business shall be at 23000 State Road 54 in the City of Lutz, in the County of Pasco and the State of Florida.

ARTICLE II

General Nature of Business

The general nature of business to be transacted by this corporation shall be that of a general, commercial banking business with all the rights, powers and privileges granted and conferred by the State of Florida Financial Institutions Codes, regulating the organization, powers and management of banking corporations.

ARTICLE III

Capital Stock

The total number of shares authorized to be issued by the corporation shall be 1,500,000. Such shares shall be of a single class and shall have a par value of \$3.33 per share. Each shareholder 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.

ARTICLE IV

Term of Existence

The term for which the corporation shall exist shall be perpetual unless terminated pursuant to the Florida Financial Institutions Codes.

ARTICLE V

Directors

The number of directors of the corporation shall not be fewer than five. A majority of the full board of directors may, at any time during the year following any 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 the resulting vacancies.

.....

3 The foregoing amendment and restatement shall become effective following its approval by the Office of the Comptroller, Department of Banking and Finance, and as of the close of business on the date these Articles of Amendment and Restatement are approved by the Florida Department of State and all filing fees then due have been paid, all in accordance with the banking and corporation laws of the State of Florida.

4. The amendment recited in Section 1. above, setting forth a change in the par value of each share of the Corporation's single class of authorized capital stock, has been duly adopted by the Corporation's board of directors in accordance with the provisions of §607.1002, Florida Statutes, and does not require shareholder review, approval or other action. Similarly,

IN WITNESS WHEREOF, HERITAGE BANK OF FLORIDA has caused these Articles of Amendment and Restatement to be prepared under the signature of the Chairman of its Board of Directors and the attestation of its Board Secretary this 9th day of April 2002.

Attest:

By: B. E. Clark
B. E. CLARK, Secretary

HERITAGE BANK OF FLORIDA

By: H. Clyde Hobby
H. Clyde Hobby, Chairman

STATE OF FLORIDA
COUNTY OF PASCO

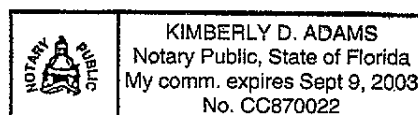
The foregoing instrument was acknowledged before me, under oath, this 9th day of April 2002 by H. Clyde Hobby, an individual personally known to me, in his capacity as Chairman of the Board of Directors of HERITAGE BANK OF FLORIDA, a Florida commercial banking corporation, on behalf of the corporation and for the uses and purposes described therein.

Kimberly D. Adams
(signature)

Kimberly D. Adams
(printed name)

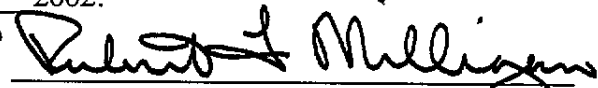
NOTARY PUBLIC, State of Florida at Large

My Commission Expires:



APPROVAL OF THE ARTICLES OF AMENDMENT TO AND
RESTATEMENT OF THE ARTICLES OF INCORPORATION OF
HERITAGE BANK OF FLORIDA BY THE
OFFICE OF THE COMPTROLLER, DEPARTMENT OF BANKING AND FINANCE

The foregoing Articles of Amendment to and Restatement of the Articles of Incorporation of HERITAGE BANK OF FLORIDA, as set forth in the document to which this statement is appended, are approved this 13 day of May 2002.



Robert F. Milligan, Comptroller of the State
of Florida and Head of the Department of
Banking and Finance