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SECRETARY OF STATE
DIVISION OF CORPORATIONS
2003 APR 15 PM 12:22

Amended & Restated

LFS

4-16-2003



DEPARTMENT OF FINANCIAL SERVICES

April 14, 2003

Ms. Louise Flemming-Jackson
Corporate Specialist Supervisor
Florida Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Subject: Article Amendment – Heritage Bank of Florida

Dear Ms. Flemming-Jackson:

Please file the enclosed amendment and restated 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 copy to: Office of Financial Institutions and Securities Regulation
200 East Gaines Street
Tallahassee, Florida 32399-0371
- (2) Mail one 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 \$52.50 representing the filing and certified copy fees. If you have any questions, please do not hesitate to contact me.

Sincerely,

William A. Lott
Financial Specialist
Bureau of Bank Regulation

WAL:lbl

Enclosures

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2003 APR 15 PM 12:23

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 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."

is hereby amended in its entirety to read as follows:

"The total number of shares authorized to be issued by the corporation shall be 2,000,000. 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 2,000,000. 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 Financial Institutions and Securities Regulation of the Florida Department of Financial Services, 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, increasing the number of shares of the Corporation's single class of authorized capital stock, has been approved in accordance with the requirements of §607.1003, Florida Statutes, the Corporation's board of directors having adopted the same and recommended passage to its shareholders and the holders of a majority of the Corporation's issued and outstanding common stock having voted in favor of the amendment at a shareholder meeting properly noticed and convened for that purpose on March 18, 2003.

IN WITNESS WHEREOF, HERITAGE BANK OF FLORIDA has caused these Articles of Amendment and Restatement to be prepared under the signature of the President and the attestation of its Secretary this 18th day of March 2003.

Attest:

By: B. E. Clark

B. E. CLARK, Secretary

HERITAGE BANK OF FLORIDA

By: Richard E. Adams

Richard E. Adams, President

STATE OF FLORIDA
COUNTY OF PASCO

The foregoing instrument was acknowledged before me, under oath, this 18th day of March 2003 by Richard E. Adams, an individual personally known to me, in his capacity as President of HERITAGE BANK OF FLORIDA, a Florida commercial banking corporation, on behalf of the corporation and for the uses and purposes described therein.

Donna G. Flowers

(signature)

DONNA G. FLOWERS

(printed name)

DONNA G. FLOWERS
Notary Public, State Of Florida
My Commission Expires, June 7, 2006
Com. No. DD113992

NOTARY PUBLIC, State of Florida at
Large
My Commission Expires:

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APPROVAL OF THE ARTICLES OF AMENDMENT TO AND
RESTATEMENT OF THE ARTICLES OF INCORPORATION OF
HERITAGE BANK OF FLORIDA BY THE
OFFICE OF FINANCIAL INSTITUTIONS AND SECURITIES REGULATION OF THE
DEPARTMENT OF FINANCIAL SERVICES

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 10th day of April 2003.

Don B. Saxon

Don B. Saxon, Director of the Office of
Financial Institutions and Securities
Regulation

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