

P99000038/60
 Requestor's Name

1501 Park Avenue East
 Address

Tall / FL / 32301 878-2411
 City/State/Zip Phone #

Office Use Only

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

1. Riverside Central Florida Bankers Company
 (Corporation Name) (Document #)
2. Amended & Restated Articles
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

- ☒ Walk in
 ☒ Pick up time *P/S call when ready*
 ☐ 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

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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

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 Examiner's Initials *RR*
 11/13/00

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
RIVERSIDE CENTRAL FLORIDA BANKING COMPANY**

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida with and under the following Articles of Incorporation, certifies as follows:

ARTICLE I

The name of the corporation shall be "Riverside Central Florida Banking Company" and its principal office shall be located at 401 South Semoran Boulevard, Orlando, Florida, and its mailing address shall be PO Box 1227, Ft. Pierce, Florida 34954-1227.

ARTICLE II

The corporation is organized for the purpose of engaging in any lawful activity for which corporations may be organized under Florida law.

ARTICLE III

The term for which the corporation shall exist shall be perpetual.

ARTICLE IV

The aggregate number of shares of stock which the corporation shall have authority to issue shall be four million (4,000,000) shares of common stock, par value \$.01 per share.

The holders of the capital stock of the corporation shall not have any preemptive or preferential rights to purchase or otherwise acquire any shares of the capital stock of the corporation whether now or hereafter authorized, except as the Board of Directors may specifically provide.

ARTICLE V

The corporation is a Subchapter "S" corporation under the Internal Revenue Code, and therefore, no transfer of shares of the corporation's stock to any person or entity which would destroy such status shall be valid unless approved by the affirmative vote of at least 66% of the outstanding shares of stock of the corporation. This restriction shall be noted conspicuously on all of the certificates representing shares of stock in the corporation. Pursuant to a shareholder agreement, the holders of common stock who wish to sell their shares are subject to the right of first refusal by the corporation to repurchase their stock. This Article may be amended only by the affirmative vote of 66% of the outstanding shares entitled to vote.

ARTICLE VI

The street address of the registered office of the corporation is 401 South Semoran Boulevard, Orlando, Florida, and the name of the initial registered agent of the corporation is Vernon D. Smith. The zip code is 32792

ARTICLE VII

The provisions of section 607.0901 of the Florida Business Corporation Act, relating to affiliate transactions, and section 607.0902 of the Florida Business Corporation Act, relating to control share acquisitions, as each may now exist or hereafter be amended, shall not be applicable to the corporation.

ARTICLE VIII

(a) 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 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.

(b) The board of directors of the corporation shall consist of seven (7) people. The names and addresses of the initial directors are:

<u>Name</u>	<u>Street Address</u>
Wayne D. Chalifoux	870 Cynthianna Circle Altamonte Springs, Florida 32701
Charles J. Kovaleski	4120 Gabriella Lane Winter Park, Florida 32792
Nan B. McCormick	1310 Chichester Street Orlando, Florida 34803
Jim G. Russakis	8801 Indrio Road Ft. Pierce, Florida 34951
Vernon D. Smith	3150 N. A1A 501N Fort Pierce, Florida 34949
Karla Henning Starkey	823 Nicoma Trail Maitland, Florida 32751
James W. Warmus	2813 Marquesas Court Windermere, Florida 34786

(c) The number of directors constituting the entire board shall be not less than one (1) nor more than fifteen (15), the exact number of which as may be fixed from time to time by a vote of a majority of the directors then in office, provided that the number of directors shall not be reduced so as to shorten the term of any director then in office, and further provided that the number of directors shall be seven (7) until otherwise fixed by a majority of the board.

(d) 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.

(e) A newly created directorship 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.

(f) Notwithstanding any other provision of these Articles of Incorporation or the Bylaws of the corporation, and notwithstanding any provision of law specifying a lesser percentage, any director or the entire board of directors may be removed at any time, for cause or upon the affirmative vote of the holders of 66% or more of the total number of votes entitled to be cast by holders of all outstanding shares of capital stock entitled to vote generally in the election of directors. This subsection (f) may be amended only by the affirmative vote of the holders of 66% or more of the total number of votes entitled to be cast by holders of all of the outstanding shares of capital stock entitled to vote generally in the election of directors.

ARTICLE IX

In the event the board of directors shall evaluate a business combination, the directors shall consider, among other things, the following factors: the effect of the business combination on the corporation and its subsidiaries, and their respective stockholders, employees, customers and the communities which they serve; the timing of the proposed business combination; the risk that the proposed business combination will not be consummated; the reputation, management capability and performance history of the person proposing the business combination; the current market price of the corporation's capital stock; the relation of the price offered to the current value of the corporation in a freely negotiated transaction and in relation to the directors' estimate of the future value of the corporation and its subsidiaries as an independent entity or entities; tax consequences of the business combination to the corporation and its stockholders; and such other factors deemed by the directors to be relevant. In such considerations, the board of directors may consider all or certain of such factors as a whole and may or may not assign relative weights to any of them. The foregoing is not intended as a definitive list of factors to be considered by the board of directors in the discharge of their fiduciary responsibility to the corporation and its stockholders, but rather to guide such consideration and to provide specific authority for the consideration by the board of directors of factors which are not purely economic in nature in light of the circumstances of the corporation and its subsidiaries at the time of such proposed business combination.

ARTICLE X

To the fullest extent permitted by Florida law, as it now exists or as it may hereafter be amended or supplemented, the corporation shall indemnify any and all persons it shall have the power to indemnify under such law, form and against any and all expenses, liabilities, fines, judgments or other payments permitted thereby. Such indemnification shall not be deemed to be exclusive of any other indemnification to which such persons may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors, or otherwise.

ARTICLE XI

A special meeting of shareholders of the corporation may be called by the Chairman or the Board of Directors pursuant to a resolution adopted by a majority of the 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), or if the holders of fifty percent of all of the votes entitled to be cast at the proposed special meeting sign, date and deliver to the secretary of the corporation one or more written demands for the meeting describing the purpose or purposes for which such meeting shall be held.

ARTICLE XII

No nominations for directors except those made by the Board of Directors or any nominating committee thereof shall be voted upon at the annual meeting of stockholders unless other nominations are made in writing and delivered to the secretary of the corporation at least thirty (30) days prior to the date of the annual meeting. Notwithstanding the foregoing, in the event that the notice of meeting relating to the annual meeting is mailed less than thirty seven (37) days before the date of the annual meeting, then any nominations by stockholders must be delivered to the secretary of the corporation not later than seven (7) days after the date of mailing of the notice of meeting.

Each nomination for election as a director of the corporation made by a stockholder shall set forth: (i) the name, age, business address and, if known, the residence address of each nominee proposed; (ii) the principal occupation or employment of each such nominee; (iii) the number of shares of stock of the corporation beneficially owned or directly or indirectly controlled by each such nominee; (iv) such other information regarding each such nominee as would be required to be included in a proxy statement soliciting proxies for the election of the proposed nominee pursuant to Regulation 14A under the Securities and Exchange Act of 1934, as amended; and (v) as to the stockholder making such nomination: (a) his name and address as they appear on the stock transfer books of the corporation; and (b) the number of shares of each class of stock of the corporation beneficially owned or directly or indirectly controlled by such stockholder. For purposes of this paragraph, beneficial ownership of shares shall be determined in accordance with Rule 13(d)-3 and Rule 13d-5 under the Securities and Exchange Act of 1934, as amended, and a nominee or stockholder would be deemed or presumed to control in a control determination made in accordance with the provisions of applicable bank regulatory laws and regulations. Notwithstanding any other provision hereof, failure of any stockholder nomination for election as director to comply with the provisions of this Article shall result in the proposed nomination not being presented to the stockholders at the annual meeting.

Any new business to be taken up at the annual meeting shall be stated in writing and filed with the secretary of the corporation at least thirty(30) days before the date of the annual meeting, and all business so stated, proposed, and filed, and which relates to matters appropriate for consideration by the stockholders at the annual meeting, shall be considered at the annual meeting, but not other proposal shall be acted upon at the annual meeting. Notwithstanding the foregoing, in the event that the notice of meeting relating to the annual meeting is mailed less than thirty seven (37) days before the date of the annual meeting, then any new business to be taken up at the annual meeting must be filed with the secretary of the corporation not later than seven (7) days after the date of mailing of the notice of meeting.

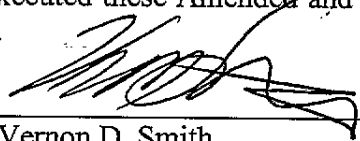
The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation in the manner prescribed by Chapter 607, *Florida Statutes*, and all rights conferred upon shareholders are granted subject to this reservation; however, an affirmative vote of at least 66% of the outstanding common stock of the corporation shall be necessary to amend Article V and Article VIII of these Articles.

ARTICLE XIII

The name and address of the incorporator of the corporation is Vernon D. Smith, 3150 North A-1-A, Apartment 501-N, Fort Pierce, Florida 34949.

As of this date, the Corporation has not issued any shares, therefore these amendments were adopted by its Director and Incorporator pursuant to Section 607.1005, *Florida Statutes*, 2000.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 9th day of November, 2000.



Vernon D. Smith,
Director and Incorporator