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Restated Art
@ 5/18/15



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 7, 2015

MICHELLE D. CRAWFORD
CITIZENS FIRST BANK
P.O. BOX 1927
THE VILLAGES, FL 32158-1927

SUBJECT: CITIZENS FIRST BANK
Ref. Number: S36570

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

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

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) 245-6050.

Irene Albritton
Regulatory Specialist II

Letter Number: 915A00009619

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CERTIFICATION

I, Michelle D. Crawford, Vice President and Corporate Secretary of Citizens First Bank, certify the following:

- 1.) At the April 28, 2015 Citizens First Bank Annual Shareholders' Meeting and Citizens First Bank Board of Directors' Meeting, the attached Restated Articles of Incorporation of Citizens First Bank were adopted by the Shareholders and Directors, respectively, and the votes cast at each meeting were sufficient for approval.
- 2.) The Restated Articles of Incorporation of Citizens First Bank, dated April 28, 2015, have been restated in their entirety and supersede the original articles of incorporation and all amendments of them.

Signed:

A handwritten signature in black ink, appearing to read "Michelle D. Crawford", written over a horizontal line.

Michelle D. Crawford
Vice President & Corporate Secretary
Dated: May 14, 2015

RESTATED
ARTICLES OF INCORPORATION
OF
CITIZENS FIRST BANK

Citizens First Bank, whose original Articles of Incorporation were filed by the Florida Department of State on March 8, 1991, does hereby amend and restate its Articles of Incorporation by filing the following Restated Articles of Incorporation, pursuant to Section 607.1007, of the Florida Business Corporation Act (the "Act").

ARTICLE I

Name

The name of the Corporation is Citizens First Bank

ARTICLE II

Duration

The Corporation shall exist perpetually, commencing March 8, 1991.

ARTICLE III

Purpose

The general purpose of the Corporation shall be the transaction of any and all lawful business for which corporations may be incorporated under the Act. The Corporation shall have all of the powers enumerated in the Act and all such other powers as are not specifically prohibited to corporations for profit under the laws of the State of Florida.

ARTICLE IV

Capital Stock

A. Number and Class of Shares Authorized; Par Value

The Corporation shall have the authority to issue only one class of stock which shall consist of 1,000,000 shares of common stock having a par value of \$5.00 per share and shall be designated as "Common Stock."

B. No Preemptive Rights

No holder of shares of any class of the capital stock of the Corporation shall have as a matter of right any preemptive or preferential right to subscribe for, purchase, receive, or otherwise acquire any part of any new or additional issue of stock of any class, whether now or

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hereafter authorized, or any bonds, debentures, notes, or other securities of the Corporation, whether or not convertible into shares of stock of the Corporation.

ARTICLE V

Registered Office and Agent; Principal Place of Business

The registered agent and registered office of the Corporation shall be Brian D. Hudson, Esq., 1028 Lake Sumter Landing, The Villages, Florida 32162. The principal place of business address of the Corporation shall be 1050 Lake Sumter Landing, The Villages, Florida 32162, and the mailing shall be P.O. Box 1927, The Villages, Florida 32158-1927. The Corporation may change its registered agent, the location of its registered office, its principal place of business, or its mailing address, or any of the foregoing, from time to time without amendment of these Restated Articles of Incorporation.

ARTICLE VI

Directors

The number of Directors of this Corporation shall be the number from time to time fixed by the shareholders or by the Directors, in accordance with the provisions of the bylaws of the Corporation, but at no time shall the number of Directors be less than five. A majority of the full Board of Directors may, at any time during the year following the annual meeting of shareholders, increase the number of directors of this Corporation by not more than two and appoint persons to fill the resulting vacancies.

ARTICLE VII

Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE VIII

Amendment of Restated Articles of Incorporation

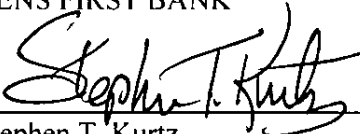
These Restated Articles of Incorporation may be amended in the manner from time to time provided by law and any right conferred upon the shareholders by any provision of these Restated Articles of Incorporation is hereby made subject to this reservation.

CERTIFICATE

The foregoing Restated Articles of Incorporation were duly adopted by the Board of Directors of the Corporation in accordance with the Act on April 28, 2015 and by the holders of the shares of Common Stock, being the sole shares entitled to vote thereon, in accordance with the Act, on April 28, 2015, and the number of votes cast for the foregoing Restated Articles of Incorporation was sufficient for approval by such holders of Common Stock.

IN WITNESS WHEREOF, the undersigned President and Chief Executive Officer of this Corporation has executed these Restated Articles of Incorporation on the 28th day of April, 2015.

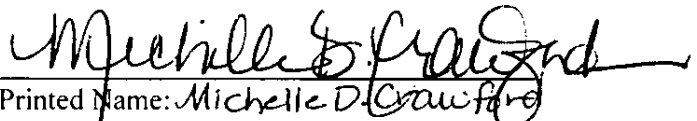
CITIZENS FIRST BANK

By: 
Stephen T. Kurtz
President and Chief Executive Officer

STATE OF FLORIDA)
COUNTY OF SUMTER)

The foregoing instrument was acknowledged before me this 28th day of April, 2015, by Stephen T. Kurtz, President and Chief Executive Officer, of Citizens First Bank, a Florida corporation, on behalf of the corporation.




Printed Name: Michelle D. Crawford
Notary Public, State of Florida

Personally Known
Type of Identification Produced

or Produced Identification

APPROVAL

Approved by the Florida Office of Financial Regulation this ____ day of _____,
2015.

Tallahassee, Florida

Director, Division of Financial Institutions