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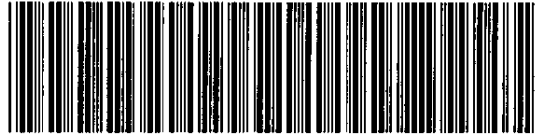
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMEND
KPG
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②



OFFICE OF FINANCIAL REGULATION

J. THOMAS CARDWELL
COMMISSIONER

September 3, 2009

VIA INTEROFFICE MAIL

Ms. Karen Gibson
Senior Section Administrator
Amendment Section
Florida Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314-6327

Dear Ms. Payne:

Please file the enclosed amendment to the articles of incorporation for BAC Florida Bank, Coral Gables, Florida, at your earliest convenience. The distribution of the certified copies should be as follows:

- (1) Return one copy to: Division of Financial Institutions
Office of Financial Regulation
200 East Gaines Street
Tallahassee, Florida 32399-0371
- (2) Mail two copies to: Ruben Diaz, Jr., Esq.
Managing Director and General Counsel
BAC Florida Bank
169 Miracle Mile, R-10
Coral Gables, Florida 33134

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,

NancyRae Kjølgaard
Financial Control Analyst
Bureau of Bank Regulation

**FINANCIAL SERVICES
COMMISSION**

CHARLIE CRIST
GOVERNOR

ALEX SINK
CHIEF FINANCIAL OFFICER

BILL MCCOLLUM
ATTORNEY GENERAL

CHARLES BRONSON
COMMISSIONER OF
AGRICULTURE

NRK:nk
Enclosures (3)



169 Miracle Mile, R-10
Coral Gables, Florida 33134
USA

T: 305.789.8047
F: 305.569.1532
rdiaz@bacflorida.com
www.bacflorida.com

Ruben Diaz, Jr.
Managing Director
General Counsel

RECEIVED
OFFICE OF FINANCIAL SERVICES
09 AUG 31 AM 11:32
CASHIER'S OFFICE

VIA COURIER

August 28, 2009

Ms. NancyRae Kjerlgaard
Florida Office of Financial Regulation
Division of Financial Institutions
Bank Regulation District II
200 East Gaines Street
Tallahassee, Florida 32399-0371

Re: BAC Florida Bank (the "Bank") – Amended and Restated Articles of Incorporation

Dear Ms. Kjelgaard:

Enclosed for review and approval, and, if approved, filing, please find (1) three counterpart original Amended and Restated Articles of Incorporation of the Bank, (2) text of Amended and Restated Articles of Incorporation redlined to show changes from the current filed documents, and (3) filing fee in the amount of \$52.50 payable to the Florida Department of State. Of course, please do not hesitate to contact me if you have any questions, comments or require further information or documentation on this matter.

Sincerely,

Ruben Diaz, Jr.

cc: Linda B. Charity (w/ enc.)
Linda R. Townsend (e/ enc.)
Edward B. Eastwood (e/ enc.)
Manuel Comendiro – Relationship Manager, FDIC (w/ enc.)

To:
NancyRae
Kjelgaard
8/31/09
KC



**AMENDED & RESTATED ARTICLES OF INCORPORATION
OF
BAC FLORIDA BANK**

09 SEP -4 AM 9:51
RECEIVED
ALLIANCE BANK
FLORIDA

The undersigned officers of BAC Florida Bank, a Florida banking corporation (the "Bank"), with principal offices currently at 169 Miracle Mile, R-10, Coral Gables, Florida, 33134, hereby restate the Articles of Incorporation of the Bank, as amended to the date hereof:

ARTICLE I

The name of the corporation shall be:

BAC FLORIDA BANK

and its place of business shall be at 169 Miracle Mile, R-10, Coral Gables, Florida 33134.

ARTICLE II

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

ARTICLE III

The amount of capital stock of said corporation shall be Two Million Two Hundred and Fifteen Thousand Dollars (\$2,215,000) of "Class A" common stock to be divided into Two Hundred Twenty-One Thousand and Five Hundred (221,500) shares of the par value of Ten Dollars (\$10.00) each, and Twenty Million Dollars (\$20,000,000) of "Class B" common stock to be divided into Twenty Million (20,000,000) shares of the par value of One Dollar (\$1.00) each, and Three Million Six Hundred Thousand Dollars (\$3,600,000) of Perpetual Preferred Stock to be divided into Thirty-Six Thousand (36,000) shares of the par value of One Hundred Dollars (\$100.00) each. The designations, preferences, limitations and relative rights of the holders of "Class A" common stock and "Class B" common stock shall be identical except that, to the extent required by law, and only to such extent, the holders of "Class A" and "Class B" common stock shall vote by class at meetings of shareholders. The designations, preferences, limitations and relative rights of holders of perpetual preferred stock shall be (i) the right to receive a preferred, annual dividend return of 8.25%, cumulative without regard to the corporation's earnings, (ii) the right to participate with holders of other classes of the corporation's capital stock in dividend distributions by the

corporation, (iii) the right to investment and dividend arrearage preference in the event of the voluntary or involuntary liquidation of the corporation to the extent permitted by law and regulation, and (iv) the right to vote in connection with the affairs of the corporation only to the extent required by Section 607.1004, Florida Statutes (2003), or as the same may be hereinafter amended.

ARTICLE IV

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

ARTICLE V

The business and affairs of this corporation shall be managed and conducted by a Board of not less than five Directors who shall be elected annually by the stockholders at their annual meeting in the County of Dade and State of Florida or such other place, either within or without the State of Florida, as may be specified in the notice of meeting, during the month of April of each year after the corporation shall be fully authorized to commence business; provided, however, that if so authorized by a majority of the stockholders by appropriate action of the stockholders at the next preceding annual meeting, a majority of the full board of directors may, at any time during the year following the annual meeting of stockholders in which such action has been authorized, increase the number of directors within the limits specified above, and appoint persons to fill the resulting vacancies, provided further, that in any one year not more than two such additional directors shall be authorized pursuant to this provision; and by a president and one or more Vice Presidents, a Secretary, an Assistant Secretary and such other officers as may be designated in the bylaws of the corporation, who shall be elected by the Board of Directors, at the same place, on the same day and immediately after said Board of Directors shall be elected by the stockholders; provided, that any two or more offices may be held by the same person.

ARTICLE VI

The holders of shares of capital stock of the corporation shall not have preemptive rights.

ARTICLE VII

At a meeting of stockholders called expressly for that purpose, any director or the entire Board of Directors of the corporation may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of directors.

[remainder of page blank; signatures of the following page]

This restatement of the Bank's Articles of Incorporation is made pursuant to approval of the Shareholders of the Bank, acting by consent, as of August 21, 2009.

WITNESS our hand and the Seal of the Bank.



Frank D. Robleto
Director
President and Chief Executive Officer

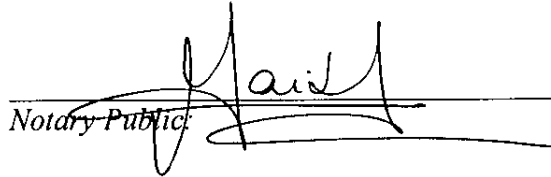


Ruben Diaz, Jr.
Director
Assistant Secretary

State of Florida)

County of Miami-Dade)

Acknowledged before me this 28th day of August, 2009, by Frank D. Robleto and Ruben Diaz, Jr., both personally known to me, in their respective capacities as Director, President and Chief Executive Officer and Director and Assistant Secretary of BAC Florida Bank.



Notary Public

Approved:
STATE OF FLORIDA
OFFICE OF FINANCIAL REGULATION:



Linda B. Charity, Director
Division of Financial Institutions