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**ARTICLES OF AMENDMENT  
TO THE  
AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
BFC FINANCIAL CORPORATION**

The Amended and Restated Articles of Incorporation, as amended, of BFC FINANCIAL CORPORATION, a Florida corporation (the "Corporation"), are hereby amended pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, and such amendment is set forth as follows:

**FIRST:** Article I is hereby deleted in its entirety and replaced with the following:

**ARTICLE I**

**NAME**

The name of the Corporation is BBX Capital Corporation. ✓

**EFFECTIVE DATE:** The effective date of the foregoing amendment shall be January 30, 2017.

**ADOPTION OF AMENDMENT:** The foregoing amendment was approved by written consent of shareholders of the Corporation in accordance with Section 607.0704 of the Florida Business Corporation Act. The number of shares of the Corporation's common stock for which written consent was given in favor of the amendment by the shareholders of the Corporation was sufficient for approval.

Dated: January 18, 2017

Signature: \_\_\_\_\_

Jarett S. Levan  
Acting Chairman, Chief Executive Officer and President

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