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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: The Tampa Banking Company

DOCUMENT NUMBER: J53035

The enclosed ***Articles of Amendment*** and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Richard L. Junkermann
Name of Contact Person

The Tampa Banking Company
Firm/ Company

P.O. Box 1
Address

Tampa, FL 33601-0001
City/ State and Zip Code

rjunkermann@bankoftampa.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Richard L. Junkermann at (813) 872-1241
Name of Contact Person — Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ $35 Filing Fee

☐ $43.75 Filing Fee & Certificate of Status

☐ $43.75 Filing Fee & Certified Copy (Additional copy is enclosed)

☑ $52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed)

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

AMENDED AND RESTATED

ARTICLES OF INCORPORATION

OF

THE TAMPA BANKING COMPANY

ARTICLE I - NAME OF CORPORATION

The name of the Corporation (herein after referred to as the "Corporation") is The Tampa Banking Company.

ARTICLE II –PRINCIPAL OFFICES AND MAILING ADDRESS

The Principle office and mailing address of the Corporation is 601 Bayshore Boulevard, Tampa, Florida.

ARTICLE III – SPECIFIC PURPOSE

The Corporation is organized for the purpose of action as a financial holding company under the provisions of the Bank Holding Company Act of 1956, as amended, and for any other lawful purpose.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares of common stock that the Corporation shall have authority to issue is Five Million (5,000,000) shares having a par value of Ten Cents ($0.10) per share.

ARTICLE V - TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE VI - DIRECTORS

The Board of Directors of this Corporation shall consist of not less than five members nor more than seventeen members. The initial Board of Directors shall consist of eight members. The number of directors may be fixed, from time to time and within the limits prescribed herein, by resolution of the Board of Directors.

ARTICLE VII – AMENDMENT OF ARTICLES

An amendment of these Articles of Incorporation shall be effective only if such amendment shall have received the affirmative vote of a majority of the stockholders at a stockholders' meeting, or such greater number as may be specified in the By-Laws, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

The Corporation has caused these Amended and Restated Articles of Incorporation to be executed on this 13th day of October, 2009.

The Tampa Banking Company,
A Florida Corporation

By:______________________________
A.G. Divers, President & Chief Executive Officer

CERTIFICATE ACCOMPANYING AMENDED AND RESTATED ARTICLES OF INCORPORATION OF THE TAMPA BANKING COMPANY

Pursuant to the provisions of Section 607.1007(4) of the Florida Business Corporation Act, it is hereby certified that:

FIRST: The name of the corporation is The Tampa Banking Company (the "Corporation").

SECOND: The Amended and Restated Articles of Incorporation that this certificate accompanies contain amendments to the Corporation's articles of incorporation that do not require shareholder approval.

THIRD: The Amended and Restated Articles of Incorporation were duly approved and adopted in accordance with Section 607.1002 of the Florida Business Corporation Act on October 13, 2009 by the unanimous vote of the board of directors of the Corporation representing the number of votes sufficient to approve the Amended and Restated Articles of Incorporation of the Corporation and the amendments contained therein.

FOURTH: The following Amended and Restated Articles of Incorporation shall be the articles of incorporation of the Corporation.

Dated October 13, 2009.

THE TAMPA BANKING COMPANY,

a Florida corporation

By:____________________

Name: A.G. Divers.
Title: President & Chief Executive Officer