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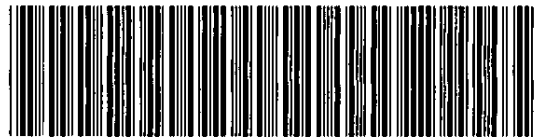
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Amend
Returns
9-30-09

SMITH MACKINNON, PA

ATTORNEYS AT LAW

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JOHN P. GREELEY

September 28, 2009

Via Federal Express

Department of State
Attention: Karon Beyer
Division of Corporations
2661 Executive Center Circle
Tallahassee, FL 32301

Re: ^{Bancorp} Florida Gulf ~~Bank~~, Inc.
Amendment to the Articles of Incorporation

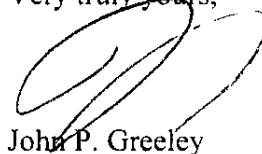
Dear Karon:

Enclosed are three manually signed originals of Articles of Amendment to the Articles of Incorporation of Florida Gulf Bancorp, Inc., accompanied by a check in the amount of \$52.50 payable to the Florida Secretary of State for the filing fee.

I would appreciate it if you could file the Articles of Amendment at your earliest convenience and have two certified copies returned to us.

If you have any questions regarding the enclosed, please do not hesitate to call me at your convenience. As always, we appreciate your assistance.

Very truly yours,



John P. Greeley

JPG:erw

Enclosures

Copy to: William P. Valenti
President and Chief Executive Officer
Florida Gulf Bancorp, Inc.

**ARTICLES OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION OF
FLORIDA GULF BANCORP, INC.
(Pursuant to Section 607.0602 of the
Florida Business Corporation Act)**

FILED
09 SEP 29 PM 4:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Gulf Bancorp, Inc., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), in accordance with the provisions of Section 607.0602 of the Florida Business Corporation Act (the "Act"), does hereby amend its Articles of Incorporation ("Articles") by filing these Articles of Amendment in order to create a new series of preferred stock designated as Non-Cumulative Perpetual Series A Preferred Stock and, in connection therewith,

HEREBY CERTIFIES:

That the name of the Corporation is Florida Gulf Bancorp, Inc.

Pursuant to authority granted to the Board of Directors by Article IV, Section B of the Articles, there is hereby created and the Corporation be, and hereby is, authorized to issue 8,000 shares of preferred stock which shall have, in addition to the terms set forth in the Articles, the following terms, designations, preferences and privileges, relative, participating, optional and other special rights, and qualifications, limitations, and restrictions:

1. Description of Series A Preferred Stock. The terms, preferences, limitations and relative rights of the Non-Cumulative Perpetual Series A Preferred Stock (the "Series A Preferred Stock") are as follows:

(1) Ranking. The Series A Preferred Stock shall, with respect to dividend rights and rights on liquidation, dissolution or winding up of the Corporation, rank senior to the Common Stock, and all of the classes and series of equity securities of the Corporation, other than any classes or series of equity securities of the Corporation subsequently issued on a parity with the Series A Preferred Stock as to dividend rights and rights upon liquidation, dissolution or winding up of the Corporation. The relative rights and preferences of the Series A Preferred Stock may be subordinated to the relative rights and preferences of holders of subsequent issues of other classes or series of Preferred Stock and equity securities of the Corporation designated by the Board of Directors from time to time. The Series A Preferred Stock is junior to indebtedness issued from time to time by the Corporation, including notes and debentures.

(2) Dividends. Dividend rights attributable to the shares of Series A Preferred Stock are as follows:

(a) Rate. The holders of Series A Preferred Stock shall be entitled to receive on each share of Series A Preferred Stock such non-cumulative cash dividends if, as, and when declared by the Board of Directors out of funds legally available therefor, payable quarterly in arrears on January 15, April 15, July 15 and October 15 of each year at the Coupon Rate on the Liquidation Amount per share. The "Coupon Rate" shall equal (i) during the period from the date of issuance (the "Original Issue Date") to, and including, December 31, 2011, a per annum rate equal to 6.0%, and (ii) commencing with January 1, 2012 and on each anniversary date thereafter, a per annum rate equal to the Prime Rate on such date plus 2.75% (subject to a maximum rate of 8.00% per annum). The "Prime Rate" shall be the prime rate as published in the bonds, rates and yields or an equivalent table of *The Wall Street Journal* (and if the prime rate as quoted by *The Wall Street Journal* is published in the form of a range of rates, then the average of the two rates so published will be used as the prime rate) and, further, if *The Wall Street Journal* discontinues publishing the prime rate in its bonds, rates and yields or an equivalent table, the Corporation shall select a comparable rate in its discretion. In the event that any dividend payment date would otherwise fall on a day that is not a business day for the Corporation, the dividend payment due on that date will be postponed to the next day that is a business day for the Corporation and no additional dividends will accrue as a result of that postponement. Dividends that are payable on the Series A Preferred Stock shall be computed on the basis of a 360-day year consisting of twelve 30-day months. The amount of dividends payable on any date prior to the end of a calendar quarter, and for the initial calendar quarter, shall be computed on the basis of a 360-day year consisting of twelve 30-day months, and actual days elapsed over a 30-day month. Each declared dividend shall be payable to holders of record as they appear at the close of business on the stock books of the Corporation on the 15th calendar day preceding the dividend payment date therefor.

(b) Non-Cumulative. Dividends shall be non-cumulative. If the Board of Directors does not declare a dividend on the Series A Preferred Stock in respect of any calendar quarter, the holders of the Series A Preferred Stock shall have no right to receive any dividend for such calendar quarter, and the Corporation shall have no obligation to pay a dividend for such calendar quarter, whether or not dividends are declared for any subsequent calendar quarter with respect to the Series A Preferred Stock.

(c) Priority of Dividends. So long as any shares of Series A Preferred Stock are outstanding, no dividend may be declared or paid or set aside for payment or other distribution declared or made upon the Common by the Corporation (other than dividends payable solely in shares of Common Stock) unless full dividends on all outstanding shares of Series A Preferred Stock for the most recently completed calendar quarter have been or are contemporaneously declared and paid (or have been paid in a sum sufficient for the payment thereof has been set aside for the benefit of the holders of shares of Series A Preferred Stock on the applicable record date).

(3) Voting Rights. Holders of Series A Preferred Stock shall have no voting rights, except as provided under the Act. So long as any shares of Series A Preferred Stock are outstanding, in addition to any other vote or consent of the holders thereof required by law, the vote

or consent of the holders of at least 50% of the shares of Series A Preferred Stock at the time outstanding, voting as a separate class, shall be required for approval of the consummation of a binding share exchange or reclassification involving the Series A Preferred Stock, or of a merger or consolidation of the Corporation with another corporation or other entity, unless (i) (x) the shares of Series A Preferred Stock remain outstanding or, in the case of any such merger or consolidation with respect to which the Corporation is not the surviving or resulting entity, are converted into or exchanged for preference securities of the surviving or resulting entity or its ultimate parent, and (y) such shares remain outstanding or such preference securities, as the case may be, have such rights, preferences, privileges and voting powers, and limitations and restrictions thereof, taken as a whole, as are not materially less favorable to the holders thereof than the rights, preferences, privileges and voting powers, and limitations and restrictions thereof, of the Series A Preferred Stock immediately prior to such consummation, taken as a whole, or (ii) such share exchange, reclassification, merger or consolidation constitutes a Change of Control and the Corporation has elected to redeem all shares of Series B Preferred Stock upon the closing of such Change of Control (as contemplated by Section (5) below) and the closing of such Change of Control is conditioned upon the redemption of all shares of Series B Preferred Stock.

(4) Conversion Rights. The shares of Series A Preferred Stock shall not be convertible into any capital stock of the Corporation.

(5) Redemption Rights. The redemption rights attributable to the shares of Series A Preferred Stock shall be as follows:

(a) The shares of Series A Preferred Stock may be redeemed by the Corporation (provided that notice thereof shall have been delivered by the Corporation) at its option in whole or in part from time to time from and after the earlier of (x) the third anniversary from the date of issuance and (y) the closing of a Change of Control, and, subject to the receipt of prior approval from the applicable bank regulatory agencies (as and to the extent required) at an amount equal to the sum of (i) the amount of \$1,000 per share (the "Liquidation Amount") and (ii) the amount of any declared and unpaid dividends on each such share (such amounts collectively, the "Liquidation Preference"). The Corporation shall give written notice of each redemption of the Series A Preferred Stock or any portion thereof to the holder of the shares by first-class mail not less than 30 days prior to the date fixed for such redemption, which notice shall specify the amount thereof so to be redeemed and the date fixed for such redemption. Such notice shall be mailed to the holder of the Series A Preferred Stock at the address appearing in the register of the Corporation unless any such holder (or successor to such holder) shall have filed with the Corporation another address for such purpose, in which event such notice shall be mailed to such address most recently filed. Upon notice of any redemption being given as provided herein, the Corporation shall redeem on the date fixed for such redemption, the amount of the Series A Preferred Stock or portion thereof as the case may be, so to be redeemed, as specified in such notice. Shares of Series A Preferred Stock redeemed by the Corporation shall be on a pro rata basis among all holders of such shares. Any redemption of the shares of Series A Preferred Stock shall be subject to the prior approval from

the applicable bank regulatory agencies including, but not limited to, the Federal Reserve Bank of Atlanta, as and to the extent required by law.

(b) The Series A Preferred Stock will not be subject to any mandatory redemption, sinking fund or other similar provisions. Holders of Series A Preferred Stock will have no right to require redemption or repurchase of any shares of Series A Preferred Stock.

(c) A "Change of Control" shall mean (i) the acquisition, directly or indirectly, after the date hereof, by any "person" (as such term is used in Sections 13(d) and 14(d) of the Securities Exchange Act of 1934, as in effect on the date hereof), of voting power over voting shares of the Corporation that would entitle the holder(s) thereof to cast at least 25% of the votes that all shareholders would be entitled to cast in the election of directors of the Corporation, provided that such term shall not be deemed to apply to an acquisition by one or more institutional underwriters directly from the Corporation in accordance with the conditions of a registration statement theretofore filed with and declared effective by the United States Securities and Exchange Commission; (ii) the failure, at any time during any period of two consecutive years occurring after September 1, 2009, of the individuals who at the beginning of such period shall constitute the Corporation's Board of Directors to constitute at least a majority of such membership, unless the election of each director who is not a director at the beginning of such period shall have been approved in advance by directors representing at least 75% of the directors then in office who are directors at the beginning of the period; (iii) approval by the Corporation's shareholders of any form of merger or consolidation other than (a) one in which the voting securities of the Corporation outstanding immediately prior thereto continue to represent or are converted into securities of the surviving entity which represent at least 50% of the combined voting power of the Corporation or such entity, or (b) one effected to implement a recapitalization of the Corporation in which no person acquires more than 50% of the combined voting power of the Corporation's then outstanding securities; or (iv) approval by the Corporation's shareholders of a plan of the Corporation's complete liquidation or a sale by the Corporation of substantially all of its assets.

(6) Liquidation Preference.

(a) Voluntary or Involuntary Liquidation. In the event of any liquidation, dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, holders of Series A Preferred Stock shall be entitled to receive for each such share, out of the assets of the Corporation or proceeds thereof (whether capital or surplus) available for distribution to shareholders of the Corporation, subject to the rights of any creditors of the Corporation, before any distribution of such assets or proceeds is made to or set aside for the holders of Common Stock and any other stock of the Corporation ranking junior to the Series A Preferred Stock as to such distribution, payment in full in an amount equal to the Liquidation Preference.

(b) Partial Payment. If in any distribution described in Section 6(a) above, the assets of the Corporation or proceeds thereof are not sufficient to pay in full the amounts payable with respect to all outstanding shares of Series A Preferred Stock and the corresponding amounts

payable with respect to any other stock of the Corporation ranking equally with the Series A Preferred Stock as to such distribution, holders of Series A Preferred Stock and the holders of such other stock shall shares ratably in any such distribution in proportion to the full respective distributions to which they are entitled.

(c) Residual Distributions. If the Liquidation Preference has been paid in full to all holders of Series A Preferred Stock and the corresponding amounts payable with respect of any other stock of the Corporation ranking equally with the Series A Preferred Stock as to such distribution has been paid in full, the holders of other stock of the Corporation shall be entitled to receive all remaining assets of the Corporation (or proceeds thereof) according to their respective rights and preferences.

(d) Merger, Consolidation and Sale of Assets Not Liquidation. For purposes of this Section 6, the merger or consolidation of the Corporation with any other corporation or other entity, including a merger or consolidation in which the holders of Series A Preferred Stock received cash, securities or other property for their shares, or the sale, lease or exchange (for cash, securities or other property) of all or substantially all of the assets of the Corporation, shall not constitute a liquidation, dissolution or winding up of the Corporation.

(7) Preemptive Rights. Holders of Series A Preferred Stock shall not 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 hereafter authorized, or of any bonds, debentures, notes, or other securities of the Corporation, whether or not convertible into shares of stock of the Corporation.


(8) Certain Events. If any event occurs as to which in the sole discretion of the Board of Directors of the Corporation the other provisions of this Article would not protect the conversion or other rights of the Series A Preferred Stock (and, if issued, shares of Preferred Stock) in accordance with the essential intent and principles of this Article, then such Board of Directors shall make an adjustment in the application of such provisions, in accordance with such essential intent and principles as determined by the Board of Directors, so as to protect such rights as aforesaid.

CERTIFICATE

The undersigned, being the duly elected and incumbent President and Chief Executive Officer of Florida Gulf Bancorp, Inc. (the "Corporation"), a corporation organized under the laws of the State of Florida, does hereby certify that the foregoing Articles of Amendment were duly adopted by the Board of Directors on 08-23-, 2009 and continue in full force and effect as of the date of this Certificate without alteration or modification.

IN WITNESS WHEREOF, the undersigned has hereunto affixed his signature effective
08-23-, 2009.

FLORIDA GULF BANCORP, INC.

By: 
William P. Valenti
As its: President and Chief Executive Officer