

FR44356

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ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
WAKULLA BANCORP

Pursuant to Section 607.1006 of the Florida Business Corporation Act (the "Act"), the undersigned officer of Wakulla Bancorp (the "Corporation") does hereby certify that the Board of Directors of the Corporation approved and proposed to the shareholders of the Corporation an amendment to Article IV of the Articles of Incorporation, as amended, of the Corporation as set forth herein (the "Amendment"). Prior to the effectiveness of this Amendment, the only class of issued and outstanding capital stock of the Corporation was common stock. On November 17, 2009, the Corporation received written consents authorizing the Amendment from the holders of a majority of the outstanding shares of common stock of the Corporation given in accordance with Section 607.0704 of the Act, the Articles of Incorporation, as amended, and Bylaws, as amended, of the Corporation. Such majority consent from the shareholders was sufficient to approve the Amendment under the Act and the Articles of Incorporation, as amended.

1.

The name of the Corporation is Wakulla Bancorp.

2.

Effective as of November 17, 2009, the first full paragraph of Article IV of the Articles of Incorporation, as amended, of the Corporation shall be amended in its entirety to read as follows, with the other paragraphs contained within said Article IV remaining in full force and effect:

The total number of shares of all classes of stock which the corporation shall have the authority to issue is 215,000, of which 200,000 shall be a separate class designated as common stock, par value of \$.10 per share, and 15,000 shall be a separate class designated as preferred stock, par value of \$0.01 per share.

IN WITNESS WHEREOF, Wakulla Bancorp has caused these Articles of Amendment to its Articles of Incorporation to be executed by its President and Chief Executive Officer this 17<sup>th</sup> day of November, 2009

WAKULLA BANCORP

By: 

Name: Walter C. Dodson, Jr.

Title: President and Chief Executive Officer

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