

G19959

(Requestor's Name)

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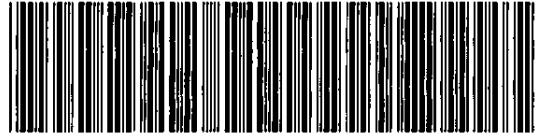
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Amend/cc/cus
@ 12/9/09



Seacoast
BANKING CORPORATION OF FLORIDA

December 3, 2009

Amendment Section
Division of Corporations
Florida Department of State
2661 Executive Center Circle
Tallahassee, FL 32301

RE: Document Number: G19959
Seacoast Banking Corporation of Florida
Articles of Amendment to the Articles of Incorporation

Dear Sir/Madam:

Enclosed for filing are the Articles of Amendment for the Amended and Restated Articles of Incorporation of Seacoast Banking Corporation of Florida, as well as a check for the \$52.50 to cover the filing fee, certificate of status, and certified copy (additional copy is enclosed).

Please return all correspondence and direct any questions concerning this matter to me at sharon.mehl@seacoastnational.com or:

Sharon Mehl, Corporate Secretary
Seacoast Banking Corporation of Florida
P. O. Box 9012
Stuart, FL 34995
(772) 288-6085

Thank you for your assistance.

Sincerely,

Sharon Mehl
Corporate Secretary

Enclosures

**ARTICLES OF AMENDMENT
TO THE
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
SEACOAST BANKING CORPORATION OF FLORIDA**

FILED STATE
SECRETARY OF FLORIDA
TALLAHASSEE, FLORIDA
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SEACOAST BANKING CORPORATION OF FLORIDA, a corporation organized and existing under the laws of the State of Florida (the "Corporation"), in accordance with the provisions of Section 607.1006 of the Florida Business Corporation Act (the "FBCA") thereof, hereby certifies:

I.

The name of the corporation is "Seacoast Banking Corporation of Florida."

II.

Article IV, Section 4.01 of the Corporation's Amended and Restated Articles of Incorporation has been amended to read in its entirety as follows:

4.01 General. The total number of shares of all classes of capital stock ("Shares") which the Corporation shall have the authority to issue is 134,000,000 consisting of the following classes:

- (1) 130,000,000 Shares of common stock, \$.10 par value per share ("Common Stock"); and
- (2) 4,000,000 Shares of preferred stock, \$.10 par value per share ("Preferred Stock").

III.

The only voting group entitled to vote on the amendments contained in these Articles of Amendment was the holders of shares of Corporation's common stock. These Articles of Amendment were duly adopted by the shareholders on December 3, 2009 at the Corporation's adjourned annual meeting of shareholders. The number of vote cast for the amendments above by the shareholders was sufficient for their approval.

[Signatures on the following page]

IN WITNESS WHEREOF, Seacoast Banking Corporation of Florida has caused this Articles of Amendment to be signed by Dennis S. Hudson, III, its Chairman and Chief Executive Officer, this 3rd day of December, 2009.

SEACOAST BANKING CORPORATION OF
FLORIDA

By: 

Name: Dennis S. Hudson, III

Title: Chairman and Chief Executive Officer