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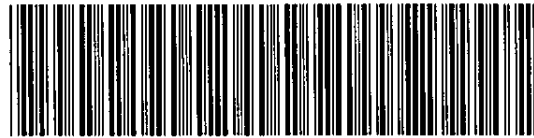
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**DATE: 12/9/13**

**NAME: SEACOAST BANKING CORPORATION OF FLORIDA**

**TYPE OF FILING: AMENDMENT**

**COST: 43.75**

**RETURN: CERTIFIED COPY PLEASE**

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**ACCOUNT: FCA000000015**

**AUTHORIZATION: ABBIE/PAUL HODGE**

*Abbie Hodge*

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**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Seacoast Banking Corporation of Florida

DOCUMENT NUMBER: G19959

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

Please return all correspondence concerning this matter to the following:

Corporate Filings Team

Name of Contact Person

Capitol Services, Inc.

Firm/ Company

P.O. Box 1831

Address

Austin, TX 78767

City/ State and Zip Code

Sharon.Mehl@seacoastnational.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

\_\_\_\_\_ at ( 800 ) 345-4647  
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:

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| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input type="checkbox"/> \$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

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

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"), hereby certifies as follows:

I.

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

II.

After the filing and effectiveness pursuant to the FBCA of these Articles of Amendment to the Amended and Restated Articles of Incorporation of the Corporation, at 12:01 am on December 13, 2013 (the "Effective Time"), each five (5) shares of the Corporation's common stock, par value \$0.10 per share, issued and outstanding immediately prior to the Effective Time, shall be combined into one (1) validly issued, fully paid and non-assessable share of common stock, par value \$0.10 per share, without any further action by the Corporation or the holder thereof, subject to the treatment of fractional share interests as described below (the "Reverse Stock Split"). No fractional shares of common stock shall be issued in connection with the Reverse Stock Split and any fractional share interests shall be rounded up to the nearest whole share. Each certificate that immediately prior to the Effective Time represented shares of common stock ("Old Certificates"), shall thereafter represent that number of shares of common stock into which the shares of common stock represented by the Old Certificate shall have been combined, subject to the rounding up of the fractional share interests as described above.

At the Effective Time of the Reverse Stock Split, the authorized number of shares of common stock of the Corporation is reduced to 60,000,000 shares. Section 4.01 of the Corporation's Amended and Restated Articles of Incorporation is hereby 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 64,000,000 consisting of the following classes:

- (1) 60,000,000 Shares of common stock, \$0.10 par value per share ("Common Stock"); and
- (2) 4,000,000 Shares of preferred stock, \$0.10 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 the Corporation's Common Stock. These Articles of Amendment were duly adopted by such shareholders on May 23, 2013, at the Corporation's annual meeting of shareholders. The number of votes cast for the amendments above by the shareholders was sufficient for their approval.

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IN WITNESS WHEREOF, Seacoast Banking Corporation of Florida has caused these Articles of Amendment to be signed by Dennis S. Hudson, III, its Chairman and Chief Executive Officer, this 9th day of December, 2013.

SEACOAST BANKING CORPORATION OF FLORIDA

By: 

Name: Dennis S. Hudson, III

Title: Chairman and Chief Executive Officer