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**OFFICE OF FINANCIAL REGULATION**

**ALEX HAGER**  
ACTING COMMISSIONER

November 18, 2008

**VIA INTEROFFICE MAIL**

Ms. Susan Payne  
Senior Section Administrator  
Amendment Section  
Florida Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314-6327

Dear Ms. Payne:

Please file the enclosed amendment to the articles of incorporation of Peninsula Bank, Englewood, Florida, at your earliest convenience. The distribution of the certified copies should be made as follows:

- (1) Return one copy to: Division of Financial Institutions  
Office of Financial Regulation  
200 East Gaines Street  
Tallahassee, Florida 32399-0371
- (2) Mail one copy to: Ms. Sharon R. Rubin  
Executive Vice President/CFO/COO  
Peninsula Bank  
3100 South McCall Road  
Englewood, Florida 34224

Also enclosed is a check for \$52.50 representing the filing and certified copy fees. If you have any questions, please do not hesitate to contact me.

Sincerely,

William A. Lott  
Senior Management Analyst II  
Bureau of Bank Regulation

WAL:lbl

Enclosures (4)

**FINANCIAL SERVICES  
COMMISSION**

**CHARLIE CRIST**  
GOVERNOR

**ALEX SINK**  
CHIEF FINANCIAL OFFICER

**BILL MCCOLLUM**  
ATTORNEY GENERAL

**CHARLES BRONSON**  
COMMISSIONER OF  
AGRICULTURE

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CLERK OF SUPERIOR COURT  
JULIA A. GIBSON

**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
PENINSULA BANK**

The Articles of Incorporation, as amended, of PENINSULA BANK, a Florida state bank ("Peninsula"), are hereby amended pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, and such amendments are set forth as follows:

FIRST: Article III is hereby deleted in its entirety and replaced with the following:

**ARTICLE III**

**CAPITALIZATION**

The total amount of capital stock authorized shall be 10,000,000 shares of common stock having a par value of \$5.00 per share and 1,000,000 shares of preferred stock.

The preferred stock may be divided into one or more series or classes, with each series separately designated so as to distinguish the shares thereof from the shares of all other series and classes. The Board of Directors is authorized to divide the preferred stock into one or more series or classes, by adoption of supplementary sections or amendments to these Articles of Incorporation, having the relative rights, preferences and limitations as may from time to time be determined by the Board of Directors. Without limiting the generality of the foregoing, the Board of Directors is authorized to fix and determine:

1. The number of shares which shall constitute the series and the designation and par value of such shares;
2. The rate and the time at which dividends on that series shall be paid, whether dividends shall be cumulative and the participating or other special rights, if any, with respect to dividends;
3. The voting powers, full or limited, if any, of shares of such series;
4. Whether the shares of such series shall be redeemable and, if so, the price(s) at which, and the terms and conditions on which, such shares may be redeemed and the terms and amount of any sinking fund or purchase fund, if any, for the purchase or redemption of that series;

5. The amount(s) payable upon the shares of such series in the event of voluntary or involuntary liquidation, dissolution, or winding up of this corporation;
6. The terms upon which the holder of any series may convert their shares into any class or classes;
7. The price or other consideration for which the shares of such series shall be issued; and
8. Whether the shares of such series which are redeemed or converted shall have the status of authorized but unissued shares of serial preferred stock and whether such shares may be reissued as shares of the same or any other series of serial preferred stock.

Each share of each series of serial preferred stock shall have the same relative rights as and be identical in respects with all the other shares of the same series.

SECOND: Article VIII is hereby deleted in its entirety and replaced with the following:

**ARTICLE VIII**

**AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation in the manner prescribed by the laws of the State of Florida.

The undersigned hereby certifies that the foregoing amendments were duly approved and adopted by the Board of Directors of Peninsula on October 23, 2008 and by the shareholders of Peninsula on November 5, 2008. The number of votes cast for each of the foregoing amendments by Peninsula's shareholders was sufficient for approval.

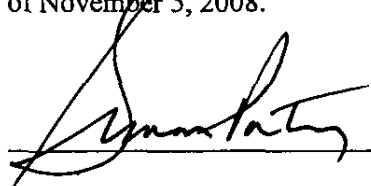
IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment as of this 5 day of November, 2008.

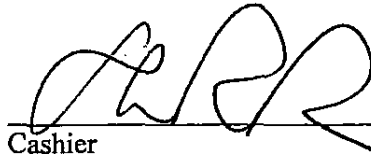
PENINSULA BANK

By: 

Simon Portnoy,  
Chairman and Chief Executive Officer

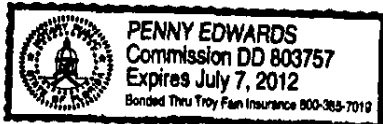
IN WITNESS WHEREOF, these Articles of amendment to Articles of Incorporation of Peninsula Bank have been executed by Peninsula Bank, by its Chairman of the Board and Cashier as of November 5, 2008.

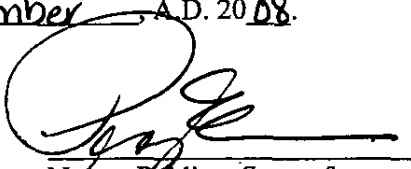


  
Cashier

STATE OF FLORIDA  
COUNTY OF Palm Beach


The foregoing instrument was acknowledged before me this  
13<sup>th</sup> day of November, A.D. 2008.



  
Notary Public - State of  
Florida at Large - My  
Commission Expires: July 7, 2012

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Approved by the Florida Office of Financial Regulation this  
18<sup>th</sup> day of November, 2008.

Tallahassee, Florida

  
Linda B. Charity  
Director  
Division of Financial Institutions  
Florida Office of Financial Regulation