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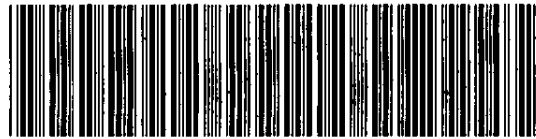
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TALLAHASSEE, FLORIDA

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**INTEROFFICE
COMMUNICATION**



**OFFICE OF FINANCIAL
REGULATION**

DATE: February 1, 2010

TO: Karon Beyer, Department of State
Division of Corporations - Bureau of Commercial Recordings

FROM: Bruce Ricca, Licensing and Chartering

SUBJ: First Southern Bank
Boca Raton, Palm Beach County, Florida
(change in minimum directors & classes)

Please file the attached Articles of Amendment to Articles of Incorporation for the above-referenced institution, using the filing date as the effective time.

- (1) One copy to: *cc* Bruce Ricca
Office of Financial Regulation
Licensing & Chartering
200 East Gaines Street
Tallahassee, FL 32399-0371
- (2) Three copies to: *cc* Mr. Donald Kafka
First Southern Bank
900 North Federal Highway, Suite 300
Boca Raton, Florida 33432
- (3) One copy to: Mr. David Crumby
(Uncertified) Federal Deposit Insurance Corporation
10 Tenth Street, N. E.
Suite 800
Atlanta, Georgia 30309-3906
- (4) One copy to: Mr. C. Andrew Gerlach
(Uncertified) Sullivan & Cromwell LLP
125 Broad Street
New York, New York 10004

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FIRST SOUTHERN BANK**

These Amended and Restated Articles of Incorporation was duly recommended by the Board of Directors of the Corporation to its shareholders and adopted by a written consent executed by the shareholders of the Corporation on January 27, 2010, pursuant to Section 607.1007 of the Florida Business Corporation Act (the "Act"). The number of shareholder votes cast was sufficient for approval of these Amended and Restated Articles of Incorporation pursuant to Section 607.0725 of the Act.

ARTICLE I

The name of the corporation shall be First Southern Bank and its place of business shall be at 900 North Federal Highway, Boca Raton, Florida 33432.

ARTICLE II

The general nature of the business to be transacted by the corporation shall be: That of a general commercial banking business with all the rights, powers and privileges granted and conferred by the Florida Banking Code, regulating the organization, powers and management of banking corporations.

ARTICLE III

Section 1. The total number of shares authorized to be issued by the corporation shall be three million (3,000,000) common shares, the par value of which shall be Six (\$6.00) Dollars per share.

Section 2. The corporation shall begin business with at least Two Million Four Hundred Thousand (\$2,400,000.00) Dollars in paid-in capital stock to be divided into four hundred thousand shares of the par value of Six (\$6.00) Dollars each. The amount of surplus with which the corporation will begin business will be not less than One Million Two Hundred Thousand (\$1,200,000.00) Dollars, and the amount of undivided profits, not less than Four Hundred Thousand (\$400,000.00) Dollars, all of which (capital stock, surplus, and undivided profits) shall be paid in cash.

ARTICLE IV

The term for which said corporation shall exist shall be perpetual unless terminated pursuant to the Florida Banking Code.

ARTICLE V

The number of Directors of the Corporation shall be the number from time to time fixed in accordance with the provisions of the bylaws of the Corporation, but at no time shall the number of Directors be less than seven. Whenever a vacancy occurs on the

Board of Directors, including a vacancy resulting from an increase in the number of Directors, it shall be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum of the Board of Directors, and each additional Director shall hold office until the end of the term he or she is elected to fill and until his or her successor shall have been elected and qualified. Directors shall continue in office until the end of their respective term and until his or her successor is elected and qualified or until there is a decrease in the number of Directors. No decrease in the number of Directors shall shorten the term of an incumbent Director.

CERTIFICATE

The foregoing Amended and Restated Articles of Incorporation were duly recommended by the Board of Directors of the Corporation to the holders of outstanding shares of common stock of the Corporation, par value \$6.00 per share, being the sole voting group entitled to vote thereon, and adopted by a written consent executed by such shareholders on January 27, 2010 and the number of votes cast for the Amended and Restated Articles of Incorporation by the shareholders was sufficient for approval by them.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Amendment to be signed and attested to by its duly authorized officer as of this 27th day of January, 2010.

First Southern Bank

By: 

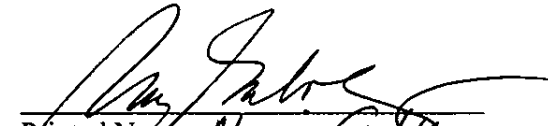
Donald Kafka

Executive Vice President and Chief
Financial Officer

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 27 day of January, 2010, by Donald Kafka as Executive Vice President and Chief Financial Officer of First Southern Bank, on behalf of the corporation.

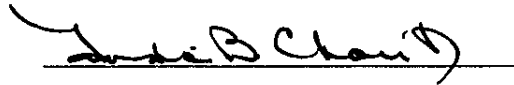



Printed Name: Mirza Galvez
Notary Public, State of Florida

Personally Known ☒ or Produced Identification ☐

Type of Identification Produced _____

Approved by the Office of Financial Regulation of the State of Florida at Tallahassee, Florida, this 29TH day of JANUARY, 2010.



Division of Financial Institutions
Office of Financial Regulation