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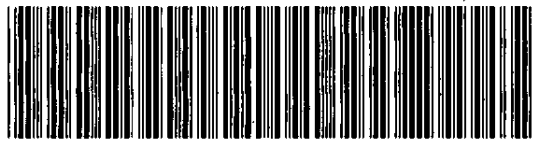
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amend  
Thesis  
2-18-10



www.FirstSouthernBank.com

*Profit From the Connection*

February 11, 2010

**Via Federal Express**

Bruce Ricca,  
Office of Financial Regulation,  
200 East Gaines Street,  
Tallahassee, FL 32399-0371.

Re: First Southern Bank -- CONFIDENTIAL

Mr. Ricca:

Enclosed please find for your review three (3) original copies of the Amended and Restated Articles of Incorporation of First Southern Bank, as approved by First Southern Bank's shareholders and board of directors. We have also enclosed a check for \$70 payable to the Florida Secretary of State. This is to cover the \$35 filing fee as well as the fees for four (4) certified copies of the Amended and Restated Articles of Incorporation.

If you need any additional information, please contact me at (954) 633-1656 or at [dkafka@firstsouthernbank.com](mailto:dkafka@firstsouthernbank.com).

Very truly yours,



Donald Kafka

(Enclosures)

RECEIVED  
DEPT OF FINANCIAL SERVICES  
STATE OF FLORIDA  
10 FEB 12 AM 11:31  
CASHIER'S OFFICE

**Executive Offices**  
900 North Federal Highway  
Suite 300  
Boca Raton, FL 33432  
(561) 479-2100

**Coral Springs**  
3301 N. University Dr.  
Coral Springs, FL 33065  
(954) 340-1822

**East Boca Raton**  
900 North Federal Highway  
Suite 160  
Boca Raton, FL 33432  
(561) 361-3484

**Fort Lauderdale**  
19 East Commercial Boulevard  
Suite 102  
Fort Lauderdale, FL 33308  
(954) 630-8800

**North Palm Beach**  
801 US Highway One  
North Palm Beach, FL 33408  
(561) 776-1600

**West Boca Raton**  
7301 West Palmetto Park Road  
Boca Raton, FL 33433  
(561) 392-1772

**TeleBanc**  
Local (954) 781-0595  
Toll Free (877) 483-5322

To: Susan  
T.  
2/15/10  
ke



**J. THOMAS CARDWELL**  
COMMISSIONER

**OFFICE OF FINANCIAL REGULATION**

**FINANCIAL SERVICES  
COMMISSION**

**CHARLIE CRIST**  
GOVERNOR

**BILL McCOLLUM**  
ATTORNEY GENERAL

**ALEX SINK**  
CHIEF FINANCIAL OFFICER

**CHARLES BRONSON**  
COMMISSIONER OF  
AGRICULTURE

February 17, 2010

Ms. Karon Beyer  
Bureau Chief  
Florida Division of Corporations  
Corporate Filings  
Post Office Box 6327  
Tallahassee, Florida 32314-6327

Dear Ms. Beyer:

Please file the enclosed amendment to the articles of incorporation of First Southern Bank, Boca Raton, 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 three copies to: Donald Kafka  
First Southern Bank  
900 North Federal Highway  
Suite 300  
Boca Raton, Florida 33432

Also enclosed is a check totaling \$70.00 representing the filing and certified copy fees. If you have any questions, please do not hesitate to contact me.

Sincerely,

*Susan A. Tedcastle*

Susan A. Tedcastle  
Senior Management Analyst II  
Bureau of Bank Regulation

TST

Enclosure(s)

**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
FIRST SOUTHERN BANK**

**FILED**

2010 FEB 18 P 4: 15

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA


(Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act)

The undersigned, Franklin G. Burnside, being the President of **FIRST SOUTHERN BANK**, a corporation organized and existing under the laws of the State of Florida (the "Corporation"), the Articles of Incorporation of which were initially filed with the Department of State of the State of Florida on October 10, 1986, DOES HEREBY CERTIFY:

1. The name of this Corporation is **FIRST SOUTHERN BANK**.
2. Article III, Section I of the Corporation's Amended and Restated Articles of Incorporation is hereby amended and replaced in its entirety to read as follows:

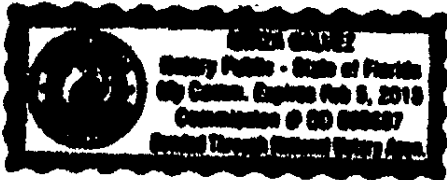
"Section 1. The total number of shares authorized to be issued by the corporation shall be thirty million (30,000,000) common shares, the par value of which shall be six (\$6.00) dollars per share."
3. Except as hereby amended, the Amended and Restated Articles of Incorporation of the Corporation shall remain unchanged.
4. This Amendment to the 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 as of February 11, 2010, pursuant to Sections 607.0704 and 607.1003 of the Florida Business Corporation Act. The number of shareholder votes cast was sufficient for approval of these Articles of Amendment to the Amended and Restated Articles of Incorporation.


**IN WITNESS WHEREOF**, the undersigned has executed these Articles of Amendment to the Amended and Restated Articles of Incorporation of **FIRST SOUTHERN BANK**, this 11th day of February 2010.

  
FRANKLIN G. BURNSIDE  
President

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 11th day of February, 2010,  
by Franklin G. Burnside as President of First Southern Bank, on behalf of the corporation.

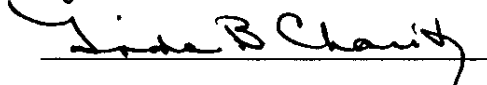


  
Printed Name: Mirza Gatter  
Notary Public, State of Florida

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 16<sup>th</sup> day of February, 2010.

  
\_\_\_\_\_

Division of Financial Institutions  
Office of Financial Regulation