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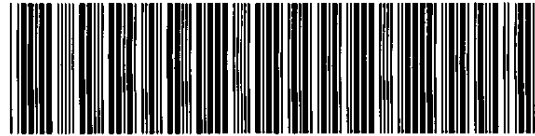
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended +
Restated Art.

Sp

**INTEROFFICE
COMMUNICATION**



**OFFICE OF FINANCIAL
REGULATION**

Don B. Saxon
Director

DATE: July 10, 2007

TO: Susan Payne, Senior Section Administrator, Bureau of Corporations,
Secretary of State

FROM: Donald M. Kelly, Bureau of Bank Regulation, Office of Financial Regulation
DMK

SUBJECT: Article Amendment, Sun American Bank, Boca Raton, Florida

Please file the attached article amendment and make the following distribution of certified copies:

- (1) Return one (1) copy to: Office of Financial Regulation
Bureau of Bank Regulation
200 East Gaines Street
Tallahassee, Florida 32399-0371
- (2) Mail one (1) copy to: Mr. Robert Nichols
Chief Financial Officer
Sun American Bank
9293 Glades Road
Boca Raton, Florida 33434

Also attached is a check for filing fees and certified copies. If you have any questions, please contact me at 410-9521.

Attachments

cc: Federal Reserve Bank of Atlanta, Atlanta, Georgia (with a copy of the articles to be filed)
Federal Deposit Insurance Corporation, Atlanta, Georgia (with a copy of the articles to be filed)
Area Financial Manager, Miami (with a copy of the articles to be filed)

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Sun American Bank

DOCUMENT NUMBER: F97000006596

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

Please return all correspondence concerning this matter to the following:

Robert Nichols

(Name of Contact Person)

Sun American Bank

(Firm/ Company)

9293 Glades Road

(Address)

Boca Raton, Florida 33434

(City/ State and Zip Code)

For further information concerning this matter, please call:

Robert Nichols

(Name of Contact Person)

at (561) 544-1907

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☒ \$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

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
of
SUN AMERICAN BANK
(a Florida chartered bank)**

FILED
07 JUL 13 AM 10:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sun American Bank, a corporation organized and existing under the laws of the State of Florida (the "Corporation"), does hereby certify as follows:

A. The name of the Corporation is Sun American Bank.

B. The Articles of Incorporation of the Corporation were filed with the Secretary of State of the State of Florida on October 15, 1987 under the name Florida First International Bank. Articles of Amendment to the Articles of Incorporation of the Corporation were filed with the Department of State of the State of Florida on June 22, 1992. Articles of Amendment to the Articles of Incorporation of the Corporation were filed with the Department of State of the State of Florida on January 26, 1994 under the name Florida First International Bank. Pursuant to the amendment, Florida First International Bank changed its name to Southern Security Bank of Hollywood. Articles of Amendment to the Articles of Incorporation of the Corporation were filed with the Department of State of the State of Florida on November 3, 1997 under the name Southern Security Bank of Hollywood. Pursuant to the amendment, Southern Security Bank of Hollywood changed its name to Southern Security Bank. Articles of Amendment to the Articles of Incorporation of the Corporation were filed with the Department of State of the State of Florida on November 3, 1997. Articles of Amendment to the Articles of Incorporation of the Corporation were filed with the Department of State of the State of Florida on June 21, 2000. Articles of Amendment to the Articles of Incorporation of the Corporation were filed with the Department of State of the State of Florida on January 18, 2002 under the name Southern Security Bank. Pursuant to the amendment, Southern Security Bank changed its name to PanAmerican Bank. Articles of Amendment to the Articles of Incorporation of the Corporation were filed with the Department of State of the State of Florida on January 20, 2006 under the name PanAmerican Bancorp. Pursuant to the amendment, PanAmerican Bank changed its name to Sun American Bank. Articles of Amendment to the Articles of Incorporation of the Corporation were filed with the Department of State of the State of Florida on June 5, 2006 under the name Sun American Bank. Pursuant to the amendment, Sun American Bank increased its authorized shares to 100,000,000. Amended and Restated Articles of Incorporation of the Corporation were filed with the Department of State of the State of Florida on August 30, 2006. Pursuant to the amendment, Sun American Bank changed its principal place of business and mailing address to 1200 North Federal Highway, Boca Raton, Florida. A Plan of Merger of the Corporation was filed with the Department of State of the State of Florida on March 30, 2007. Pursuant to the plan, Independent Community Bank merged with and into the Corporation.

C. The amendment and restatement herein certified have been duly adopted by the majority shareholder of the Corporation in accordance with the provisions of Sections 607.1003 and 607.1007 of the Florida Business Corporation Act (the "Act").

D. The Articles of Incorporation of the Corporation are hereby amended and restated in their entirety as follows:

ARTICLE I

Name and Address

The name of the Corporation is Sun American Bank and its place of business is hereby amended to reflect an address of 9293 Glades Road, Boca Raton, Florida 33434.

ARTICLE II

Duration

The term for which the Corporation shall exist shall be perpetual, unless terminated pursuant to the financial institution codes.

ARTICLE III

Purpose

The general nature of the business to be transacted by this 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 IV

Capital Stock

The total number of shares authorized to be issued by the Corporation is hereby amended to be 150,000,000. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

ARTICLE V

Directors

The number of directors shall not be fewer than five.

ARTICLE VI

Registered Office and Agent; Principal Place of Business

The street address of the registered office of the Corporation is hereby amended to reflect an address of 9293 Glades Road, Boca Raton, Florida 33434, and the name of the registered agent of the Corporation at that address is Robert L. Nichols. The principal place of business and the mailing address of the Corporation is hereby amended to reflect an address of 9293 Glades Road, Boca Raton, Florida 33434. The Corporation may change its registered agent, the location of its registered office, its principal place of business or its mailing address, or any of

the foregoing from time to time without amendment to these Amended and Restated Articles of Incorporation.

CERTIFICATE

The foregoing Amended and Restated Articles of Incorporation were duly adopted and proposed to the shareholders by the Board of Directors of the Corporation in accordance with the Act on May 16, 2007. By written action, in lieu of special meeting pursuant to Section 607.0704 of the Act, such Amended and Restated Articles of Incorporation were approved by the majority shareholder effective May 16, 2007. There is only one class of stock and a majority of the shareholders, which was sufficient for approval, approved the Amended and Restated Articles of Incorporation.

IN WITNESS WHEREOF, Sun American Bank has caused these Amended and Restated Articles of Incorporation to be signed this 16th day of May, 2007.

SUN AMERICAN BANK

Robert Nichols

Name: Robert Nichols

Title: Chief Financial Officer

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 26th day of June, 2007, by Robert Nichols as CFD of Sun American Bank, a Florida corporation, on behalf of the Corporation. He ~~she~~ is (check one) ☒ personally known to me or has produced as identification.



Marjorie E. Knott
Commission #DD256498
Expires: Oct 07, 2007
Bonded Thru
Atlantic Bonding Co., Inc.

Marjorie E. Knott

Name:

Notary Public, State of Florida

Approved by the Florida Office of Financial Regulation this 10th day of July, 2007.

Linda B. Charity

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