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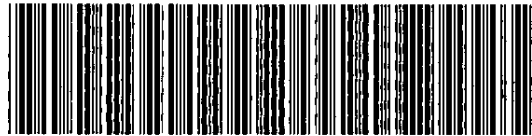
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
Tewis
11-9-09

SMITH MACKINNON, PA

ATTORNEYS AT LAW

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JOHN P. GREELEY

November 5, 2009

Via Federal Express

Department of State
Attention: Karon Beyer
Division of Corporations
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Independent Bancshares, Inc.
Amendment to the Restated Articles of Incorporation

Dear Karon:

Enclosed are three manually signed originals of Articles of Amendment to the Restated Articles of Incorporation of Independent Bancshares, Inc., accompanied by a check in the amount of \$52.50 payable to the Florida Secretary of State for the filing fee.

I would appreciate it if you could file the Articles of Amendment at your earliest convenience and have two certified copies returned to us.

If you have any questions regarding the enclosed, please do not hesitate to call me at your convenience. As always, we appreciate your assistance.

Very truly yours,



John P. Greeley

JPG:erw

Enclosures

Copy to: Mark A. Imes
Independent Bancshares, Inc.

**ARTICLES OF AMENDMENT
OF THE
RESTATED ARTICLES OF INCORPORATION OF
INDEPENDENT BANCSHARES, INC.
(Pursuant to Sections 607.1002 and 607.1006 of the
Florida Business Corporation Act)**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Independent Bancshares, Inc., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), in accordance with the provisions of Sections 607.1002 and 607.1006 of the Florida Business Corporation Act (the "Act"), does hereby amend its Restated Articles of Incorporation ("Articles") by filing these Articles of Amendment and, in connection therewith,

HEREBY CERTIFIES:

That the name of the Corporation is Independent Bancshares, Inc.

Pursuant to authority granted to the Board of Directors by the Act, Article IV of the Articles is hereby amended to change the par value of the shares of Common Stock from \$2.00 to \$1.00 per share.

CERTIFICATE

The undersigned, being the duly elected and incumbent President and Chief Executive Officer of Independent Bancshares, Inc. (the "Corporation"), a corporation organized under the laws of the State of Florida, does hereby certify that the foregoing Articles of Amendment were duly adopted by the Board of Directors on July 7, 2009, without shareholder action, that shareholder action was not required, and that the foregoing shall continue in full force and effect as of the date of this Certificate without alteration or modification.

IN WITNESS WHEREOF, the undersigned has hereunto affixed his signature effective November 3, 2009.

INDEPENDENT BANCSHARES, INC.

By: _____

Mark A. Imes

As its: President and Chief Executive Officer