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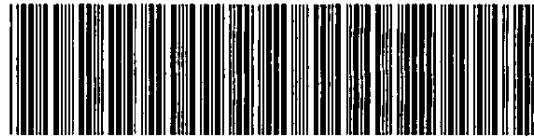
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2009 OCT 26 P 1:01

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Amend  
Thewis  
10-26-09

**SMITH MACKINNON, PA**

ATTORNEYS AT LAW

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JOHN P. GREELEY

October 23, 2009

***Via Federal Express***

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

Re: Bankers' Bancorporation of Florida, Inc.  
Amendment to the Articles of Incorporation

Dear Karon:

Enclosed are three manually signed originals of Articles of Amendment to the Articles of Incorporation of Bankers' Bancorporation of Florida, 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: Paul S. Allen  
Bankers' Bancorporation of Florida, Inc.

**ARTICLES OF AMENDMENT**  
**TO**  
**RESTATED ARTICLES OF INCORPORATION**  
**OF**  
**BANKERS' BANCORPORATION OF FLORIDA, INC.**

**FILED**  
2009 OCT 26 P 1:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.10025, 1003 and 1006, of the Florida Business Corporation Act (the "Act"), the Restated Articles of Incorporation of Bankers' Bancorporation of Florida, Inc. are hereby amended as follows:

FIRST: Section A of Article IV of the Restated Articles of Incorporation is hereby amended by deleting the text thereof in its entirety and substituting the following in lieu thereof:

**ARTICLE IV**

**CAPITAL STOCK**

A. **Number and Class of Shares Authorized; Par Value.**

The Corporation is authorized to issue the following shares of capital stock:

(1) **Common Stock.** The aggregate number of shares of common stock (referred to in these Restated Articles of Incorporation as "Common Stock") which the Corporation shall have authority to issue is 500,000 with a par value of \$20.00 per share.

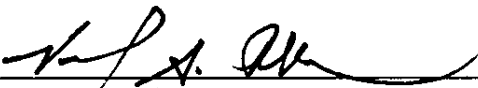
(2) **Preferred Stock.** The aggregate number of shares of preferred stock (referred to in these Restated Articles of Incorporation as "Preferred Stock") which the Corporation shall have authority to issue is 250,000 with a par value of \$20.00 per share.

Only those persons and entities entitled to be shareholders in a banker's bank shall be entitled to hold shares in the Corporation.

**SECOND:** The foregoing amendment was adopted by the Board of Directors of the Corporation in accordance with the Act on September 18, 2009, and by the holders of the shares of Common Stock acting by written consent and without a meeting, being the sole shares entitled to vote thereon, in accordance with the Act on October 1, 2009, and the number of votes cast for the foregoing amendment was sufficient for approval by such holders of Common Stock.


IN WITNESS WHEREOF, the undersigned has caused these Articles of Amendment to Restated Articles of Incorporation to be executed and attested to by its duly authorized officer as of this 20<sup>th</sup> day of October, 2009.

**BANKERS' BANCORPORATION OF FLORIDA, INC.**

By:   
Paul S. Allen  
Corporate Secretary

STATE OF FLORIDA  
COUNTY OF SEMINOLE

The foregoing instrument was acknowledged before me this 20<sup>th</sup> day of October, 2009, by Paul S. Allen, Corporate Secretary of Bankers' Bancorporation of Florida, Inc., a Florida corporation on behalf of the corporation.

  
Printed Name: \_\_\_\_\_  
Notary Public, State of Florida

Personally Known ☒ or Produced Identification ☐  
Type of Identification Produced \_\_\_\_\_

