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THE PROSPERITY BANK FOUNDATION, INC.

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
THE PROSPERITY BANK FOUNDATION, INC.
A FLORIDA CORPORATION NOT-FOR-PROFIT**

Pursuant to Section 617.1001, Florida Statutes, the undersigned non-profit corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is THE PROSPERITY BANK FOUNDATION, INC.
2. Article II is hereby deleted in its entirety and replaced with the following:

ARTICLE II

Initial Office and Mailing Address

The principal office and the mailing address of the corporation is 100 Southpark Boulevard, St. Augustine, Florida 32086, with the privilege of having its office and branch offices at other places within or without the State of Florida.

3. The foregoing amendment was adopted on October 17, 2007 by a majority of the Board of Directors without member action, and member action was not required.

THE PROSPERITY BANK FOUNDATION,
INC., a Florida corporation not-for-profit

By: _____

Eddie Creamer
Its President

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