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REGENT BANCORP, INC.

Certificate of Status	0
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**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
REGENT BANCORP, INC.  
FOR  
CERTIFICATE OF DESIGNATION, PREFERENCES AND RIGHTS  
OF  
SERIES D CONVERTIBLE PREFERRED STOCK**

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14 OCT 15 AM 8:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Regent Bancorp, Inc., a corporation organized and existing under the laws of the State of Florida (the "Corporation") DOES HEREBY CERTIFY:

That pursuant to the authority conferred upon the Board of Directors by the Articles of Incorporation of the Corporation, as amended, the Board of Directors on October 14, 2014 adopted the following resolution creating a series of 175,000 shares of preferred stock designated as "Series D Convertible Preferred Stock" of \$0.01 par value per share:

RESOLVED, that pursuant to the authority conferred upon the Board of Directors in accordance with the provisions of the Articles of Incorporation, as amended, a series of preferred stock, of \$0.01 par value per share, of the Corporation be and hereby is created, and that the designation and number of shares thereof and the voting and other powers, preferences and relative, participating, optional or other rights of the shares of such series and the qualifications, limitations and restrictions thereof are as follows:

1. Definitions. As used herein, the following terms have the following meanings:

- (a) "Affiliate" has the meaning set forth in 12 C.F.R. §225.2(a) or any successor provision.
- (b) "Articles of Incorporation" means the Articles of Incorporation, as amended, of the Corporation, as amended and in effect from time to time.
- (c) "Board of Directors" means the board of directors of the Corporation.

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(d) "business day" means any day other than a Saturday or a Sunday or a day on which banks in the State of Florida are authorized or required by law, executive order or regulation to close.

(e) "Bylaws" means the Bylaws of the Corporation, as amended and in effect from time to time.

(f) "Certificate" means a certificate representing one or more shares of Series D Preferred Stock.

(g) "Certificate of Designation" means this Certificate of Designation, Preferences and Rights of Series D Preferred Stock.

(h) "Common Stock" means the common stock of the Corporation, par value of \$0.01 per share.

(i) "Corporation" means Regent Bancorp, Inc., a corporation organized and existing under the laws of the State of Florida, and any successor Person.

(j) "Dividends" has the meaning set forth in Section 3(a).

(k) "Fixed Preferred Dividend" has the meaning set forth in Section 3(a).

(l) "Mandatory Conversion" has the meaning set forth in Section 5(a).

(m) "Mandatory Conversion Date" has the meaning set forth in Section 5(a).

(n) "Notice of Conversion" has the meaning set forth in Section 5(b).

(o) "Person" means an individual, corporation, partnership, limited liability company, trust, business trust, association, joint stock company, joint venture, sole proprietorship, unincorporated organization, or any other form of entity not specifically listed herein.

(p) "Reorganization Event" means (i) any consolidation, merger or other similar business combination of the Corporation with or into another Person, in each case pursuant to which the Common Stock will be converted into cash, securities or other property of the Corporation or another Person; (ii) any sale, transfer, lease or conveyance to another Person of all or substantially all of the property or assets of the Corporation, in each case pursuant to which the Common Stock will be converted into cash, securities or other property of the Corporation or another Person; or (iii) any change, including by capital reorganization, reclassification or otherwise (other than a transaction resulting in an adjustment pursuant to Section 3(b) below), of the Common Stock into securities including securities other than Common Stock.

(q) "Series D Liquidation Preference" has the meaning set forth in Section 4(b).

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- (r) "Series D Preferred Stock" has the meaning set forth in Section 2.
- (s) "Voting Security" has the meaning set forth in 12 C.F.R. §225.2(q) or any successor provision.

2. Designation and Amount. There shall be a series of preferred stock of the Corporation, of \$0.01 par value per share, which shall be designated "Series D Convertible Preferred Stock" (the "Series D Preferred Stock"), and the number of shares constituting that series shall be 175,000. Such number of shares may be increased or decreased by resolution of the Board of Directors and by the filing of a certificate in accordance with the provisions of the laws of the State of Florida stating that such increase or reduction has been so authorized; *provided, however*, that no decrease shall reduce the number of shares of Series D Preferred Stock to a number that is less than the number of shares of Series D Preferred Stock then outstanding plus the number of shares of Series D Preferred Stock issuable upon exercise of then outstanding rights, options or warrants or upon conversion of outstanding securities issued by the Corporation. Shares of Series D Preferred Stock that are redeemed, purchased or otherwise acquired by the Corporation shall be cancelled and shall revert to authorized and unissued shares of preferred stock, undesignated as to series and available for future issuance.

3. Dividends and Distributions; Adjustments for Combinations and Divisions of Common Stock.

(a) Holders of Series D Preferred Stock will be entitled to receive, when, as and if declared by the Board of Directors or a duly authorized committee of the Board of Directors, out of funds legally available therefor, non-cumulative Dividends (as defined below) in the amounts determined as set forth in this Section 3(a), and no more (other than as set forth in Section 3(b)). The Series D Preferred Stock will rank subordinate and junior to all other shares of preferred stock other than those which, by their respective terms, rank *pari passu* with or junior to the Series D Preferred Stock and shall rank *pari passu* with the Common Stock with respect to the payment of dividends or distributions, whether payable in cash, securities, options or other property, and with respect to the issuance of any rights to purchase stock, warrants, securities or other property (collectively, the "Dividends"). The holders of record of Series D Preferred Stock will be entitled to receive as, when, and if declared by the Board of Directors, Dividends on each share of Preferred Stock equal to ten (10) times the per share amount paid on a share of Common Stock (the "Preferred Dividend"), and no Dividends will be payable on the Common Stock or any other class or series of capital stock ranking with respect to Dividends *pari passu* with the Common Stock unless a Preferred Dividend is payable at the same time on the Series D Preferred Stock; *provided, however*, that if a stock Dividend is declared on Common Stock, the holders of Series D Preferred Stock will be entitled to a stock Dividend payable solely in shares of Series D Preferred Stock. Dividends that are payable on Series D Preferred Stock will be payable to the holders of record of Series D Preferred Stock as they appear on the stock register of the Corporation on the applicable record date, as determined by the Board of Directors, which record date will be the same as the record date for the equivalent Dividend of the Common Stock. In the event that the Board of Directors does not declare or pay any Dividends with respect to shares of Common Stock, then the holders of Series D Preferred Stock will have no right to receive any Dividends.

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(b) Notwithstanding the foregoing, in the event Mandatory Conversion (as defined herein) has not occurred by April 30, 2015 (the "Commencement Date"), in addition to the Preferred Dividends payable under Section 3(a), the holders of record of Series D Preferred Stock shall be entitled to receive as, when, and if declared by the Board of Directors, cumulative dividends on each share of Preferred Stock equal to nine percent (9%) of liquidation value per annum or \$4.95 per share (the "Fixed Preferred Dividend") subject to adjustment, as provided in Section 3(f) and Section 6 below. Commencing on the Commencement Date, such Fixed Preferred Dividends shall accrue and be payable semi-annually in arrears on June 30 and December 31 (each a "Fixed Dividend Payment Date"), beginning on June 30, 2015, until the Mandatory Conversion. Each such dividend will be payable to holders of Series D Preferred Stock as they appear in the stock register of the Corporation at the close of business on the first day of the month, whether or not a business day, in which the relevant Fixed Dividend Payment Date occurs (each, a "Fixed Dividend Record Date"). Each period from and including a Fixed Dividend Payment Date (or the Commencement Date) to but excluding the following Fixed Dividend Payment Date is herein referred to as a "Fixed Dividend Period."

(c) Fixed Preferred Dividends payable for a Fixed Dividend Period will be computed on the basis of a 360-day year consisting of twelve (12) 30-day months. If a scheduled Fixed Dividend Payment Date falls on a day that is not a business day, the dividend will be paid on the next business day as if it were paid on the scheduled Fixed Dividend Payment Date.

(d) Fixed Preferred Dividends on the Series D Preferred Stock are cumulative and shall begin to accrue on the Commencement Date. If the Board of Directors does not authorize and declare a Fixed Preferred Dividend on the Series D Preferred Stock for a Fixed Dividend Period or if the Board of Directors authorizes and declares less than a full Fixed Preferred Dividend in respect of any Fixed Dividend Period, such dividends will continue to accrue and cumulate from such scheduled Fixed Dividend Payment Date, shall compound on each subsequent Fixed Dividend Payment Date and shall be payable semi-annually in arrears on each subsequent Fixed Dividend Payment Date.

(e) So long as any shares of Series D Preferred Stock remain outstanding, if (A) all Preferred Dividends on all outstanding shares of the Series D Preferred Stock and (B) all accrued Fixed Preferred Dividends on all outstanding shares of the Series D Preferred Stock for any prior or current Fixed Dividend Period have not been declared and paid, or declared and funds set aside therefor, the Corporation shall not (x) declare or pay dividends with respect to, or make any distributions on, or, directly or indirectly, redeem, purchase or acquire any of its Common Stock or other equity securities that rank junior to the Series D Preferred Stock (Common Stock and such other equity securities, "Junior Securities") or (y) directly or indirectly, redeem, purchase or acquire any of its equity securities that rank pari passu with the Series D Preferred Stock ("Parity Securities"), other than, in each case, (i) as a result of a reclassification of Junior Securities for or into other Junior Securities or the exchange or conversion of one share of Junior Securities for or into another share of Junior Securities, (ii) repurchases in support of the Corporation's employee benefit and compensation programs and (iii) through the use of the proceeds of a substantially contemporaneous sale of other shares of Junior Securities). If Fixed Preferred Dividends payable pursuant to Section 3(b) for any Fixed Dividend Payment Date are not paid in full, or declared and funds set aside therefor on the shares

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of the Series D Preferred Stock and there are issued and outstanding shares of Parity Securities with the same Fixed Dividend Payment Date (or, in the case of Parity Securities having dividend payment dates different from the Fixed Dividend Payment Dates, on a dividend payment date falling within a Fixed Dividend Period applicable to such Fixed Dividend Payment Date), then all dividends declared on shares of the Series D Preferred Stock and such Parity Securities on such date or dates, as the case may be, shall be declared pro rata so that the respective amounts of such dividends shall bear the same ratio to each other as full semi-annual dividends per share payable on the shares of the Series D Preferred Stock pursuant to Section 3(b) and all such Parity Securities otherwise payable on such Fixed Dividend Payment Date (or, in the case of Parity Securities having dividend payment dates different from the Fixed Dividend Payment Dates, on a dividend payment date falling within a Fixed Dividend Period applicable to such Fixed Dividend Payment Date) (subject to such dividends on such Parity Securities having been declared by the Board of Directors out of legally available funds and including, in the case of any such Parity Securities that bear cumulative dividends, all accrued and unpaid dividends) bear to each other.

(f) Subject to Section 6 below, in the event that the Corporation at any time or from time to time will effect a division of the Common Stock into a greater number of shares (by stock split, reclassification or otherwise than by payment of a Dividend in Common Stock or in any right to acquire the Common Stock), or in the event the outstanding Common Stock will be combined or consolidated, by reclassification, reverse stock split or otherwise, into a lesser number of shares of the Common Stock, then the Series D Preferred Stock will, concurrently with the effectiveness of such event, be proportionately split, reclassified, combined, consolidated, reverse-split or otherwise, as appropriate, such that the number of shares of Common Stock and Series D Preferred Stock outstanding immediately following such event shall bear the same relationship to each other as did the number of shares of Common Stock and Series D Preferred Stock outstanding immediately prior to such event.

4. Liquidation, Dissolution or Winding Up.

(a) Rank. The Series D Preferred Stock will, with respect to rights upon liquidation, winding up and dissolution, rank subordinate and junior in right of payment to all other shares of preferred stock other than those which, by their respective terms, rank pari passu with or junior to the Series D Preferred Stock and shall rank senior to the Common Stock in respect of the Series D Liquidation Preference as set forth below.

(b) Liquidation Preference. Upon any voluntary liquidation, dissolution or winding up of the Corporation, subject to the rights of any holders of securities to which the rights of the holders of the Series D Preferred Stock are subordinate or on parity, the holders of Series D Preferred Stock shall be entitled to receive, and no distribution shall be made to the holders of shares of Common Stock or any other shares of capital stock of the Corporation ranking junior upon liquidation, dissolution or winding up to the Series D Preferred Stock, unless, prior thereto, the holders of Series D Preferred Stock shall have received an amount (the "Series D Liquidation Preference") equal to the greater of (i) fifty-five dollars (\$55.00) per share, plus with respect each share of Series D Preferred Stock, an amount equal to (A) any accrued and unpaid dividends (regardless of whether any dividends are actually declared) and (B) any authorized and declared but unpaid dividends thereon, to and including the date of such

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liquidation, dissolution, or winding up and (ii) the amount the holder of such share of Series D Preferred Stock would receive in respect of such share if such share had been converted into Common Stock at the time of such liquidation, dissolution or winding up (assuming the conversion of all shares of Series D Preferred Stock at such time, without regard to any limitations on conversion of the Series D Preferred Stock).

(c) In the event the assets of the Corporation available for distribution to shareholders upon any liquidation, dissolution or winding-up of the affairs of the Corporation, whether voluntary or involuntary, shall be insufficient to pay in full the amounts payable with respect to all outstanding shares of the Series D Preferred Stock and the corresponding amounts payable on any Parity Securities, holders of Series D Preferred Stock and the holders of such Parity Securities shall share ratably in any distribution of assets of the Corporation in proportion to the full respective liquidating distributions to which they would otherwise be respectively entitled.

(d) Merger, Consolidation and Sale of Assets Not Liquidation. For purposes of this Section 4, the merger or consolidation of the Corporation with or into any other corporation or other entity, including a merger or consolidation in which the holders of Series D Preferred Stock receive cash, securities or other property for their shares, or the sale, lease or exchange (for cash, securities or property) of all or substantially all of the assets of the Corporation, will not constitute a liquidation, dissolution or winding up of the Corporation.

5. Conversion.

(a) Subject to approval by the shareholders of the Corporation, upon the filing of an amendment to the Articles of Incorporation to increase the authorized shares of Common Stock such that the Corporation has sufficient authorized shares of Common Stock available for issuance to effect the full conversion of the shares of Preferred Stock as contemplated by this Section 5 (the "Mandatory Conversion Date"), each share of Preferred Stock will be automatically converted into ten (10) shares of Common Stock ("Mandatory Conversion"). In any such conversion, each share of Series D Preferred Stock will convert into ten (10) shares of Common Stock (the "Conversion Rate"). If the Mandatory Conversion Date is after the Commencement Date, on the Mandatory Conversion Date, the Corporation shall pay in cash to each holder of Series D Preferred Stock, any accrued and unpaid dividends on its shares of Series D Preferred Stock, in each case regardless of whether any dividends are actually declared. To the extent that the Corporation is unable to pay such dividends in cash on the Mandatory Conversion Date as a result of any regulatory restriction or otherwise, the payment of such amount shall remain an obligation of the Corporation and payable to such holders when permitted.

(b) Upon the Mandatory Conversion, the Corporation shall provide promptly, but in any event within three (3) business days, notice of Mandatory Conversion to each holder of Series D Preferred Stock (such notice a "Notice of Conversion"). In addition to any information required by applicable law or regulation, the Notice of Conversion with respect to such holder shall state, as appropriate:

- (i) the Mandatory Conversion Date;

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(ii) the number of shares of Common Stock to be issued upon conversion of each share of Series D Preferred Stock held of record by such holder and subject to such mandatory conversion; and

(iii) the place or places where certificates for shares of Series D Preferred Stock held of record by such holder are to be surrendered for issuance of certificates representing shares of Common Stock.

(c) The Person or Persons entitled to receive the Common Stock and/or cash, securities or other property issuable upon conversion of Series D Preferred Stock shall be treated for all purposes as the record holder(s) of such shares of Common Stock and/or securities as of the close of business on the Mandatory Conversion Date with respect thereto. In the event that a holder of Series D Preferred Stock shall not by written notice designate the name in which shares of Common Stock and/or cash, securities or other property to be issued or paid upon conversion of shares of Series D Preferred Stock should be registered or paid or the manner in which such shares should be delivered, the Corporation shall be entitled to register and deliver such shares, and make such payment, in the name of such holder and in the manner shown on the records of the Corporation.

(d) Following the Mandatory Conversion of the Series D Preferred Stock, the Corporation shall issue and deliver certificates representing shares of Common Stock to the holder thereof or such holder's designee upon presentation and surrender of the certificate evidencing such Series D Preferred Stock to the Corporation and, if required, furnishing appropriate endorsements and transfer documents and the payment of all transfer and similar taxes, and, in the event that such conversion is with respect to some, but not all, of the shares of Series D Preferred Stock represented by the certificate surrendered, the Corporation shall issue and deliver a certificate or certificate(s) representing the number of shares of Series D Preferred Stock that were not converted to Common Stock.

(e) Shares of Series D Preferred Stock converted in accordance with this Section 5 will resume the status of authorized and unissued preferred stock, undesignated as to series and available for future issuance.

(f) Prior to the close of business on the Mandatory Conversion Date with respect to any share of Series D Preferred Stock, shares of Common Stock issuable upon conversion thereof, or other securities issuable upon conversion of such shares of Series D Preferred Stock, shall not be deemed outstanding for any purpose, and the holder thereof shall have no rights with respect to the Common Stock (including voting rights) by virtue of holding such share of Series D Preferred Stock.

(g) All shares of Common Stock delivered upon conversion of the Series D Preferred Stock shall be duly authorized, validly issued, fully paid and non-assessable, free and clear of all liens, claims, security interests, charges and other encumbrances.

(h) The Corporation will not, by amendment of its Articles of Incorporation or the Bylaws or through any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or



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performance of any of the terms to be observed or performed hereunder by the Corporation, but will at all times in good faith assist in the carrying out of all the provisions hereof, including Section 3(b) and this Section 5 and in the taking of all such actions as may be necessary or appropriate in order to protect the adjustment and conversion rights of the holders of the Series D Preferred Stock against impairment. Nothing in this Section 5(f) shall be deemed to grant approval or voting rights to the holders of Series D Preferred Stock that are in addition to those set forth in Section 9 hereof.

6. Reorganization Events.

(a) So long as any shares of Series D Preferred Stock are outstanding, if there occurs a Reorganization Event, then a holder of shares of Series D Preferred Stock shall, effective as of the consummation of such Reorganization Event, automatically receive for such Series D Preferred Stock the type and amount of securities, cash and other property receivable in such Reorganization Event by a holder of the number of shares of Common Stock into which the number of shares of Series D Preferred Stock held by such holder would then be convertible (without regard to any limitations on conversion of the Series D Preferred Stock).

(b) In the event that holders of shares of Common Stock have the opportunity to elect the form of consideration to be received in such transaction, the holders of Series D Preferred Stock shall be entitled to participate in such elections as if they had converted all of their Series D Preferred Stock into Common Stock immediately prior to the election deadline.

(c) For the avoidance of doubt, nothing set forth herein shall prohibit the Corporation from entering into or consummating a transaction constituting a Reorganization Event provided that the Series D Preferred Stock is treated as set forth in this Section 6.

7. Maturity; Redemption. The Series D Preferred Stock shall be perpetual unless converted in accordance with this Certificate of Designation. The Series D Preferred Stock will not be redeemable at the option of the Corporation or any holder of Series D Preferred Stock at any time. Notwithstanding the foregoing, nothing contained herein shall prohibit the Corporation from repurchasing or otherwise acquiring shares of Series D Preferred Stock in voluntary transactions with the holders thereof. Any shares of Series D Preferred Stock repurchased or otherwise acquired may be cancelled by the Corporation and thereafter be reissued as shares of any series of preferred stock of the Corporation.

8. Voting Rights. The holders of Series D Preferred Stock will have the right to vote on all matters for which the holders of Common Stock are entitled to vote, on an as converted basis (determined as if there were sufficient authorized shares of Common Stock available for issuance to effect the full conversion of the Series D Preferred Stock), with the holders of Common Stock as a single voting group, except as provided in Section 9 below or as otherwise from time to time required by law.

9. Protective Provisions.

(a) So long as any shares of Series D Preferred Stock are outstanding, the vote or consent of the holders of a majority of the shares of Series D Preferred Stock at the time

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outstanding, voting as a single class, given in person or by proxy, either in writing without a meeting or by vote at any meeting called for the purpose, will be necessary for effecting or validating any of the following actions, whether or not such approval is required by Florida law:

(i) any amendment, alteration or repeal (including by means of a merger, consolidation or otherwise) of any provision of the Articles of Incorporation (including this Certificate of Designation) or the Bylaws that would significantly and adversely affect the rights or preferences of the Series D Preferred Stock (which shall not include, for the avoidance of doubt, any Reorganization Event in connection with which the Series D Preferred Stock is treated as provided in Section 6 above or any increase or decrease in the authorized amount of capital stock of the Corporation);

(ii) create or issue securities of the Corporation established after the date of this Certificate of Designation which, by their respective terms, are senior to the Series D Preferred Stock;

(iii) liquidate, dissolve or wind-up the business and affairs of the Corporation in any form of transaction, or consent to any of the foregoing; or

(iv) pay dividends when preferred dividends on the Series D Preferred Stock are in arrears.

Notwithstanding anything to the contrary herein, any increase in the amount of the authorized preferred stock or any securities convertible into preferred stock or the creation and issuance, or an increase in the authorized or issued amount, of any series of preferred stock or any securities convertible into preferred stock, in any case ranking equally with and/or junior to the Series D Preferred Stock with respect to the payment of dividends (whether such dividends are cumulative or non-cumulative) and/or the distribution of assets upon the Corporation's liquidation, dissolution or winding up will not, in and of itself, be deemed to significantly and adversely affect rights, preferences or privileges of the Series D Preferred Stock and, notwithstanding any provision of Florida law, holders of Series D Preferred Stock will have no right to vote solely by reason of such an increase, creation or issuance.

(b) Notwithstanding the foregoing, holders of Series D Preferred Stock shall not have any voting rights if, at or prior to the effective time of the act with respect to which such vote would otherwise be required, all outstanding shares of Series D Preferred Stock shall have been converted into shares of Common Stock.

(c) In the event that the Corporation makes (i) an offer to repurchase shares of Common Stock from all of the holders thereof, or (ii) a tender offer for any shares of Common Stock, the Corporation shall also offer to repurchase or make a tender offer for, as applicable, shares of Series D Preferred Stock pro rata based upon the number of shares of Common Stock such holders would be entitled to receive if such shares were converted into shares of Common Stock immediately prior to such repurchase and otherwise on terms which would provide the holders of the Series D Preferred Stock consideration and other terms equivalent to the terms offered to the holders of Common Stock assuming the Series D Preferred Stock were so converted.

10. Notices. Any notice required by the provisions hereof to be given to the holders of Series D Preferred Stock will be deemed given upon the earlier of (i) actual receipt and (ii) three (3) business days after being sent by certified or registered mail, postage prepaid, return receipt requested, and addressed to each holder of record at such holder's address as it appears on the books of the Corporation.

11. Record Holders. To the fullest extent permitted by law, the Corporation will be entitled to recognize the record holder of any share of Series D Preferred Stock as the true and lawful owner thereof for all purposes and will not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of any other Person, whether or not it will have express or other notice thereof.

12. No Preemptive Rights. Except as may be set forth in any agreement between the Corporation and any holder of Series D Preferred Stock, the holders of Series D Preferred Stock are not entitled to any preemptive or preferential right to purchase or subscribe for any capital stock, obligations, warrants or other securities or rights of the Corporation.

13. Replacement Certificates. In the event that any Certificate will have been lost, stolen or destroyed, upon the making of an affidavit of that fact by the Person claiming such Certificate to be lost, stolen or destroyed and, if required by the Corporation, the posting by such Person of a bond in such amount as the Corporation may determine is necessary as indemnity against any claim that may be made against it with respect to such Certificate, the Corporation or the Corporation's transfer agent, as applicable, will deliver in exchange for such lost, stolen or destroyed Certificate a replacement Certificate.

14. Other Rights. The shares of Series D Preferred Stock have no rights, preferences, privileges or voting powers or relative, participating, optional or other special rights, or qualifications, limitations or restrictions thereof, other than as set forth herein or as provided by applicable law.

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**CERTIFICATION**

The foregoing Articles of Amendment to the Articles of Incorporation of Regent Bancorp, Inc. were authorized, adopted and approved by the Board of Directors of the Corporation as of October 14, 2014 without shareholder approval and continue in full force and effect as of the date of this Certification without alteration or modification and that shareholder approval of the foregoing Articles of Amendment was not required.

In witness whereof, the undersigned has hereto affixed his signature effective October 14, 2014.

REGENT BANCORP, INC.

By: 

Cyril S. Spiro  
Chairman and Chief Executive Officer

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