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Florida Department of State  
Division of Corporations  
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DIVISION OF CORPORATIONS

BASIC AMENDMENT  
CITY HOLDING CORP.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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G. Ouellette NOV 30 2005

FROM : LAZARUS

FAX NO. : 3052201440

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NOV-29-2005 14:35 From: CHAM

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ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

FILED  
2005 NOV 29 AM 9:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

City Holding Corp.  
(PRESENT NAME)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

Directors shall now read as follows:

Add: Mheisen, Kamal (President)  
151 OPA LOCKA BLVD  
OPA LOCKA FL 33054

Delete: SIHAM MAHMOUD (President)  
11800 SW 26 Court  
FT. LAUDERDALE, FL 33330

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows.

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THIRD: The date of each amendment's adoption: 11/21/05

FOURTH: Adoption of Amendment(s) (check one)

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups.

The following statement must be separately for each voting group entitled to vote separately on each amendment(s) :

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_"  
(voting group)

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 11 day of November, 2005.

Signature

[Signature]  
(By the Chairman or Vice Chairman of the directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Kamala Mheisen  
Typed or printed name

President

Title

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