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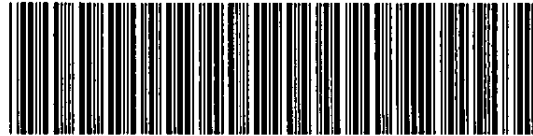
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Amendment  
5-6-13  
DC

**SMITH MACKINNON, PA**

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JOHN P. GREELEY

May 3, 2013

***Via Federal Express***

Department of State  
Attention: Brenda Tadlock  
Division of Corporations  
2661 Executive Center Circle  
Tallahassee, FL 32301

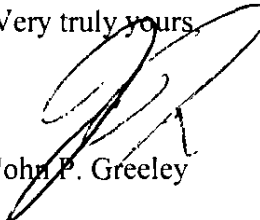
Re: Articles of Amendment to the Articles of Incorporation of Grand Bankshares, Inc.,  
West Palm Beach, Florida

Dear Brenda:

Enclosed are three manually signed originals of an amendment to the Articles of Incorporation of Grand Bankshares, Inc., accompanied by a check in the amount of \$52.50 payable to the Florida Secretary of State for the filing fee and the receipt of two certified copies

I would appreciate it if you would file the enclosed Articles of Amendment and return two certified copies to me. As always, we appreciate your assistance.

Very truly yours,



John P. Greeley

JPG:erw  
Enclosures

Copy to: Mr. Jim Odza  
Executive Vice President and Chief Financial Officer  
Grand Bankshares, Inc.

ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION OF  
GRAND BANKSHARES, INC.  
(Pursuant to Section 607.1006 of the  
Florida Business Corporation Act)

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Grand Bankshares, Inc., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), in accordance with the provisions of Section 607.1006 of the Florida Business Corporation Act (the "Act"), does hereby amend its Articles of Incorporation as follows:

FIRST: The Articles of Incorporation are amended by deleting Section A(1) of Article III in its entirety, and inserting the following in lieu thereof:

ARTICLE III

Capital Stock

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

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

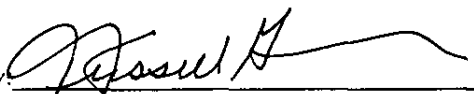
(1) Common Stock. The aggregate number of shares of common stock (referred to in these Articles of Incorporation as "Common Stock") which the Corporation shall have authority to issue is 15,000,000 with a par value of \$0.01 per share.

**CERTIFICATE**

The undersigned, being the duly elected and incumbent President and Chief Executive Officer of Grand Bankshares, 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 April 17, 2013, and by the holders of a majority of the outstanding shares of Common Stock, being the sole voting group entitled to vote on the Articles of Amendment, by written consent effective April 30, 2013 and the number of votes cast for the Articles of Amendment was sufficient for approval by the holders of Common Stock.

IN WITNESS WHEREOF, the undersigned has hereunto affixed his signature this 3<sup>rd</sup> day of May, 2013.

GRAND BANKSHARES, INC.

By:   
J. Russell Greene  
As its: President and Chief Executive Officer