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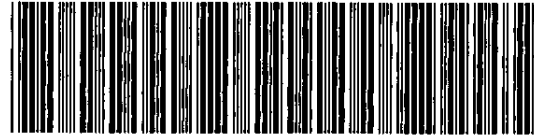
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA OFFICE OF FINANCIAL REGULATION

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DREW J. BREAKSPEAR
COMMISSIONER

June 28, 2016

VIA INTEROFFICE MAIL

Ms. Diane Cushing
Administrator
Amendment Section
Florida Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314-6327

Dear Ms. Cushing:

Please file the enclosed Certificate of Designations for U.S. Century Bank, Miami, Florida, at your earliest convenience. The distribution of the certified copies should be as follows:

- (1) One copy to: The Florida Office of Financial Regulation
 Division of Financial Institutions
 200 East Gaines Street
 Tallahassee, Florida 32399-0371

- (2) One copy to: Mr. Luis de la Aguilera
 President and Chief Executive Officer
 U.S. Century Bank
 2301 N.W. 87th Avenue
 Miami, Florida 33172

Also enclosed is a check for \$52.50 representing the filing fee and certified copy fees.

If you have any questions, please do not hesitate to contact me.

Sincerely,

A handwritten signature in black ink, appearing to read "JWS", is written over the typed name of the Bureau Chief.

Jeremy W. Smith
Bureau Chief
Bureau of Bank Regulation

JWS/jag
Enclosures (3)

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16 JUN 29 AM 9:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATIONS FOR
CLASS E PARTIALLY CUMULATIVE PERPETUAL PREFERRED STOCK
OF U.S. CENTURY BANK**

FILED
16 JUN 29 AM 9:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Pursuant to Section 607.0602 of the
Business Corporation Act of the State of Florida*

U.S. Century Bank (the "Corporation"), a commercial bank organized and existing under the Florida Financial Institutions Code (the "Florida Code"), does hereby certify that, pursuant to authority conferred upon its Board of Directors by the Corporation's Amended and Restated Articles of Incorporation ("Articles of Incorporation"), and pursuant to the provisions of Section 607.0602 of the Florida Business Corporation Act (the "BCA"), its Board of Directors, at a meeting duly called and held on June 23, 2016, duly approved and adopted the following resolution:

RESOLVED, that, pursuant to the authority vested in the Board of Directors by the Corporation's Articles of Incorporation, the Board of Directors does hereby create, authorize and provide for the issuance of Class E Partially Cumulative Perpetual Preferred Stock, par value \$1.00 per share, with a stated value of \$1,000 per share, consisting of up to 3,185,024 shares, having the designations, preferences, relative, participating, optional and other special rights and the qualifications, limitations and restrictions that are set forth in the Corporation's Articles of Incorporation and in this Resolution as follows:

Section 1. Designation. There is hereby created out of the authorized and unissued shares of preferred stock of the Corporation a class of preferred stock designated as the "Class E Partially Cumulative Perpetual Preferred Stock" (the "Class E Preferred Stock"). The number of shares constituting such series shall be not more than 3,185,024. Such series shall have a par value per share of \$1.00.

Section 2. Definitions. The following terms have the meanings set forth below or in the section cross-referenced below, as applicable, whether used in the singular or the plural:

"Affiliate" means, with respect to any Person, any Person directly or indirectly controlling, controlled by or under common control with such other Person.

"Appropriate Federal Banking Agency" means the "appropriate Federal banking agency" with respect to the Corporation as defined in Section 3(q) of the Federal Deposit Insurance Act (12 U.S.C. Section 1813(q)), or any successor provision.

"Articles of Incorporation" has the meaning set forth in the preamble.

"BCA" has the meaning set forth in the preamble.

"Board of Directors" means the board of directors of the Corporation or, with respect to any action to be taken by such board of directors, any committee of the board of directors duly authorized to take such action.

"Business Day" means any day other than a Saturday, a Sunday or a day on which banks are required or permitted by law or executive order to be closed in the State of New York or the State of Florida.

"Certificate of Designations" means this Certificate of Designations of the Class E Preferred Stock.

"Common Stock" means the Corporation's common stock, par value \$1.00 per share.

"Corporation" has the meaning set forth in the preamble.

"Cumulation Period" has the meaning set forth in Section 4(b).

"Deemed Liquidation Event" shall mean a merger or consolidation in which the Corporation is a constituent party and is not the surviving entity in such transaction.

"Dividend Payment Date" has the meaning set forth in Section 4(a).

"Dividend Period" has the meaning set forth in Section 4(a).

"Dividend Record Date" has the meaning set forth in Section 4(c).

"Holder" means a Person in whose name the shares of the Class E Preferred Stock are registered, which may be treated by the Corporation and the Transfer Agent as the absolute owner of the shares of Class E Preferred Stock for the purpose of making payment and settling conversions and for all other purposes.

"Junior Securities" has the meaning set forth in Section 3.

"Liquidation Preference" means, as to the Class E Preferred Stock, \$1,000 per share, plus all accrued but unpaid dividends thereon.

"Merger Agreement" has the meaning set forth in Section 7(c).

"Original Issue Date" means the date on which the shares of Class E Preferred Stock are first issued.

"Parity Securities" has the meaning set forth in Section 3.

"Person" means an individual, corporation, partnership, association, joint stock company, limited liability company, joint venture, trust, governmental entity, unincorporated organization or other legal entity.

“Regulatory Capital Treatment Event” means the good faith determination by the Board of Directors or a duly authorized committee of the Board of Directors that, as a result of (i) any amendment to, or change in, the laws or regulations of the United States or any political subdivision of or in the United States (including, for the avoidance of doubt, any agency or instrumentality of the United States, including the Federal Deposit Insurance Corporation and other federal banking agencies) that is enacted or becomes effective after the initial issuance of any shares of the Class E Preferred Stock; (ii) any proposed change in those laws or regulations that is announced after the initial issuance of any shares of the Class E Preferred Stock; or (iii) any official administrative decision or judicial decision or administrative action or other official pronouncement interpreting or applying those laws or regulations that is announced after the initial issuance of any shares of the Class E Preferred Stock, there is more than an insubstantial risk that the Corporation will not be entitled to treat the Liquidation Preference of the shares of the Class E Preferred Stock then outstanding as “Tier 2 Capital” (or its equivalent) or as “Tier 1 Capital” (or its equivalent) after the Cumulation Period to the same degree that it would have under the capital adequacy guidelines in effect immediately prior to the occurrence of any of the events set forth in subclauses (i), (ii) and (iii) above for purposes of the capital adequacy guidelines of the Federal Deposit Insurance Corporation (or, as and if applicable, the capital adequacy guidelines or regulations of any successor Appropriate Federal Banking Agency), as then in effect and applicable, for as long as any shares of the Class E Preferred Stock are outstanding.

“Senior Securities” means any shares of equity securities that rank, with respect to dividend rights and rights on liquidation, winding up and dissolution of the Corporation, senior to the Class E Preferred Stock.

“Class E Preferred Stock” has the meaning set forth in Section 1.

“Transfer Agent” means the Corporation or any duly appointed transfer agent, registrar, conversion and dividend disbursing agent for the Class E Preferred Stock as the Corporation may, in its sole discretion, appoint.

“Voting Group” has the meaning set forth in Section 607.01401(31) of the BCA.

Section 3. Ranking. The Class E Preferred Stock will, with respect to dividend rights and rights on liquidation, winding-up and dissolution of the Corporation, rank (i) on a parity with the Designated Preferred Stock and the Companion Preferred Stock, as such terms are defined in the Articles of Incorporation, as to dividend rights and rights on liquidation, winding-up and dissolution of the Corporation (collectively referred to as **“Parity Securities”**) and (ii) senior to the Common Stock and each other class or series of capital stock outstanding or established after the Original Issue Date by the Corporation the terms of which do not expressly provide that it ranks on a parity with or, if permitted pursuant to and in compliance with the provisions of Section 6(a), senior to the Class E Preferred Stock as to dividend rights and rights on liquidation, winding-up and dissolution of the Corporation (collectively referred to as **“Junior Securities”**). The Corporation has the right to authorize or issue additional shares or classes or series of

Junior Securities or Parity Securities without the consent of the Holders subject to Section 6(a).

Section 4. Dividends.

(a) The Holders shall be entitled to receive with respect to each share of Class E Preferred Stock from and after the Original Issue Date, when, as and if declared by the Board of Directors, but only out of funds legally available therefor, on each February 15, May 15, August 15 and November 15, beginning on the first such date following the Original Issue Date (each, a "Dividend Payment Date"), cash dividends at a rate per annum equal to 7.0% of the Liquidation Preference of each such share, payable in arrears on each Dividend Payment Date. If any Dividend Payment Date is not a Business Day, then dividends will be payable on the first Business Day following such date but no dividends shall accrue to the actual payment date as a result of such postponement.

The term "Dividend Period" means each period from and including a Dividend Payment Date (or the Original Issue Date, in the case of the first Dividend Period, or the redemption date with regard to the optional redemption of the Class E Preferred Stock pursuant to Section 8 hereof, with regard to the last Dividend Period) to but excluding the next Dividend Payment Date. The amount of dividends payable for any Dividend Period shall be computed on the basis of a 360-day year consisting of twelve 30-day months.

(b) During the period commencing on the Original Issue Date through the last day of the Dividend Period ending on August 14, 2017 (the "Cumulation Period"), dividends payable on shares of Class E Preferred Stock shall be cumulative. For all Dividend Periods commencing on or after August 15, 2017, dividends payable on the shares of Class E Preferred Stock shall be non-cumulative. Accordingly, if for any reason the Board of Directors does not declare and pay any dividend on the Class E Preferred Stock for any Dividend Period occurring subsequent to the Cumulation Period, then such unpaid dividends shall not cumulate and shall not accrue, and the Corporation will have no obligation to pay, and the Holders shall have no right to receive, a dividend for that Dividend Period, whether or not the Board of Directors declares a dividend on shares of the Class E Preferred Stock with respect to any subsequent Dividend Period. No interest or sum of money in lieu of interest shall be payable in respect of dividend payment or failure to make any dividend payment for a Dividend Period subsequent to the Cumulation Period.

(c) Dividends and distributions on account of arrears for any past Dividend Period during the Cumulation Period may be declared and paid at any time, without reference to any Dividend Payment Date, to holders of record on such date not exceeding 30 days preceding the payment date thereof as shall be fixed by the Board of Directors of the Corporation. Any dividend payment made on the Class E Preferred Stock shall first be credited against the dividends and distributions accumulated with respect to the earliest Dividend Period during the Cumulation Period for which dividends and distributions have not been paid.

(d) Each dividend will be payable to Holders of record as they appear in the records of the Corporation at the close of business on the January 31, April 30, July 31 and October 31 immediately preceding the corresponding Dividend Payment Date (each a "Dividend Record Date"). Any such day that is a Dividend Record Date shall be a Dividend Record Date whether or not such day is a Business Day.

Section 5. Payment Restrictions. During any time that any shares of Class E Preferred Stock are outstanding, the Corporation shall not (i) declare or pay dividends on, make distributions with respect to, or redeem, purchase or acquire, or make a liquidation payment with respect to, or pay or make available monies for the redemption of, any Common Stock or other Junior Securities, or (ii) redeem, purchase or acquire, or make a liquidation payment with respect to, or pay or make available monies for the redemption of, any Parity Securities (otherwise than pursuant to pro rata offers to purchase all or any pro rata portion of such Parity Securities and the Class E Preferred Stock), unless all dividends, at the applicable rate provided herein, on all outstanding shares of the Class E Preferred Stock have been paid or declared and set aside for payment for all past Class E Preferred Stock Dividend Periods ending during the Cumulation Period and immediately prior to the date on which such dividend, distribution, redemption or acquisition is to occur and the then current Class E Preferred Stock Dividend Period (except for (w) dividends or distributions paid in shares of, or options, warrants or rights to subscribe for or purchase shares of, Common Stock or other Junior Securities, (x) redemptions or purchases by conversion or exchange of Junior Securities for or into other Junior Securities, or of Parity Securities (with the same or lesser aggregate liquidation amount) for or into other Parity Securities or Junior Securities, in each case, solely to the extent required pursuant to binding contractual agreements entered into prior to the Original Issue Date or any subsequent agreement for the accelerated exercise, settlement or exchange thereof for Common Stock, (y) purchases by the Corporation or its Affiliates as a fiduciary, trustee or comparable capacity in connection with transactions effected by or for the account of customers of the Corporation or customers of any of its subsidiaries or in connection with the distribution or trading of such capital stock and (z) acquisitions of shares of Common Stock in respect of exercises of employee equity awards or any related tax withholding or in connection with the administration of any of the Corporation's employee benefit plans in the ordinary course of business and consistent with past practice). When dividends are not paid in full (or declared and a sum sufficient for such full payment is not so set apart) for any Dividend Period on the Class E Preferred Stock and any Parity Securities, dividends declared on the Class E Preferred Stock and Parity Securities (whether cumulative or non-cumulative) shall only be declared pro rata so that the amount of dividends declared per share on the Class E Preferred Stock and such Parity Securities shall in all cases bear to each other the same ratio that accrued and unpaid dividends per share on the shares of the Class E Preferred Stock (but without, in the case of any non-cumulative preferred stock, accumulation of unpaid dividends for prior Dividend Periods) and such Parity Securities bear to each other.

Section 6. Voting Rights.

(a) So long as any shares of Class E Preferred Stock are outstanding, the vote or consent of the Holders of sixty-six and two-thirds percent ($66\frac{2}{3}\%$) of the shares of

Class E Preferred Stock at the time outstanding, voting or consenting as a separate Voting Group, 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 to effect or validate:

(i) any amendment, alteration or repeal of any provision of the Articles of Incorporation (including this Certificate of Designations) that would significantly and adversely alter or change the voting powers, terms, preferences or special rights of the Class E Preferred Stock (for the avoidance of doubt, increasing the authorized number of shares of Class E Preferred Stock shall be deemed to significantly and adversely affect the terms, preferences or special rights of the Class E Preferred Stock); or

(ii) any amendment or alteration of the Articles of Incorporation (including this Certificate of Designations) to authorize, create or increase, or to obligate the Corporation to authorize, issue or increase, the authorized amount of any Senior Securities; or

(iii) any merger or consolidation of the Corporation with or into any entity other than a corporation, or any merger or consolidation of the Corporation with or into any other corporation unless the surviving or resulting corporation, or a corporation controlling such corporation that issues shares or other securities in such merger or consolidation, will thereafter have no class or series of shares or other securities either authorized or outstanding ranking prior to the Class E Preferred Stock in the payment of dividends or in the distribution of assets on any liquidation, dissolution or winding up, except the same number of shares and the same amount of other securities with the same voting powers, preferences and special rights as the shares and securities of the Corporation respectively authorized and outstanding immediately before such merger or consolidation, and each share of Class E Preferred Stock outstanding immediately before such merger or consolidation is changed thereby into the same number of shares, with the same voting powers, preferences and special rights, of such corporation;

provided, however, that if any such amendment, alteration or repeal described above would adversely affect one or more but not all series of preferred stock with like voting rights (including the Class E Preferred Stock for this purpose), then only the series affected and entitled to vote shall vote as a class in lieu of all such series of preferred stock.

(b) Except as provided in Section 6(a) or expressly provided elsewhere in this Certificate of Designations, Holders shall not have any voting rights, including the right to elect any directors, except voting rights, if any, required by law.

(c) Any action, including any vote required or permitted to be taken at any annual or special meeting of shareholders of the Corporation, that requires a separate vote of the Holders of shares Class E Preferred Stock voting as a Voting Group, may be adopted or taken by the Holders of shares of Class E Preferred Stock without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so adopted or taken, are signed by the Holders of shares of Class E Preferred Stock having not less than the minimum number of votes that would be required to adopt

or take such action at a meeting at which all shares of Class E Preferred Stock entitled to vote thereon were present and voted, and delivered to the Corporation by delivery to the Corporate Secretary of the Corporation at its principal executive office.

Section 7. Liquidation.

(a) In the event the Corporation voluntarily or involuntarily liquidates, dissolves or winds up, the Holders at such time shall be entitled to receive out of the assets of the Corporation available for distribution to shareholders, after payment of amounts owing to holders of all shares of all classes or series of stock having rights senior to the Class E Preferred Stock upon the liquidation, dissolution or winding up of the Corporation, liquidating distributions per share of Class E Preferred Stock in an amount equal to the amount of the Liquidation Preference per share of Class E Preferred Stock plus all accrued and unpaid dividends, whether or not declared, to and including the date of the voluntary or involuntary liquidation, dissolution or winding up of the Corporation out of assets legally available for distribution to the Corporation's shareholders, before any distribution of assets is made to the holders of the Common Stock or any other Junior Securities. After payment of the full amount of such liquidating distributions, Holders of the Class E Preferred Stock shall have no right or claim to any of the remaining assets of the Corporation.

(b) 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 Class E Preferred Stock and the corresponding amounts payable on any Parity Securities, Holders 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.

(c) The Corporation shall not have the power to effect a Deemed Liquidation Event unless the agreement or plan of merger or consolidation for such transaction (the "Merger Agreement") provides that the consideration payable to the shareholders of the Corporation shall be allocated among such holders of in accordance with Section 7(a) above.

(d) If all or part of the consideration paid or distributed to the Corporation's shareholders in a Deemed Liquidation Event in accordance with Section 7(c) is property other than cash, the value of such property shall be determined as follows:

(i) For securities not subject to investment letters or other similar restrictions on free marketability: (A) if traded on a securities exchange, the value shall be deemed to be the average of the closing prices of the securities on such exchange or market over the thirty (30) day period ending three (3) days prior to the closing of such transaction; (B) if actively traded over-the-counter, the value shall be deemed to be the average of the closing bid prices over the thirty (30) day period ending three (3) days prior to the closing of such transaction; or (C) if there is no active public market, the

value shall be the fair market value thereof, as determined in good faith by the Board of Directors of the Corporation.

(ii) The method of valuation of securities subject to investment letters or other similar restrictions on free marketability (other than restrictions arising solely by virtue of a shareholder's status as an Affiliate or former Affiliate) shall take into account an appropriate discount (as determined in good faith by the Board of Directors of the Corporation) from the market value as determined pursuant to clause (i) above so as to reflect the approximate fair market value thereof.

(e) In the event of a Deemed Liquidation Event, if any portion of the consideration payable to the shareholders of the Corporation is payable only upon satisfaction of contingencies (the "Additional Consideration"), the Merger Agreement shall provide that (i) the portion of such consideration that is not Additional Consideration (such portion, the "Initial Consideration") shall be allocated among the holders of capital stock of the Corporation in accordance with Section 7(a) as if the Initial Consideration were the only consideration payable in connection with such Deemed Liquidation Event; and (ii) any Additional Consideration which becomes payable to the shareholders of the Corporation upon satisfaction of such contingencies shall be allocated among the holders of capital stock of the Corporation in accordance with Section 7(a) after taking into account the previous payment of the Initial Consideration as part of the same transaction. For the purposes of this Section 7(e), consideration placed into escrow or retained as holdback to be available for satisfaction of indemnification or similar obligations in connection with such Deemed Liquidation Event shall be deemed to be Additional Consideration.

Section 8. Redemption.

(a) The Corporation, at its option, subject to the prior approval, if required, of the Appropriate Federal Banking Agency and the Florida Office of Financial Regulation, may redeem, in whole or in part, at any time and from time to time following the fifth anniversary of the Original Issue Date of the shares of Class E Preferred Stock to be redeemed by the Corporation pursuant to this Section 8(a), out of funds legally available therefor, the shares of Class E Preferred Stock at the time outstanding, upon notice given as provided below, at a redemption price equal to the sum of (i) the Liquidation Preference per share and (ii) any dividends declared but unpaid, without accumulation of any undeclared dividends. The redemption price for any shares of Series Preferred Stock shall be payable on the redemption date to the Holder of such shares against surrender of the certificate(s) evidencing such shares to the Corporation or its agent. Any declared but unpaid dividends for the then current Dividend Period payable on a redemption date that occurs subsequent to the Dividend Record Date for a Dividend Period, shall not be paid to the Holder entitled to receive the redemption price on the redemption date, but rather shall be paid to the Holder of record of the redeemed shares on such Dividend Record Date.

(b) Notwithstanding the provisions of Section 8(a), within 90 days following the occurrence of a Regulatory Capital Treatment Event, the Corporation, at its option,

may redeem, at any time, all (but not less than all) of the shares of the Class E Preferred Stock at the time outstanding, at a redemption price equal to equal to the sum of (i) the Liquidation Preference per share and (ii) any dividends declared but unpaid, without accumulation of any undeclared dividends. Any declared but unpaid dividends for the then current Dividend Period payable on a redemption date that occurs subsequent to the Dividend Record Date for a Dividend Period, shall not be paid to the Holder entitled to receive the redemption price on the redemption date, but rather shall be paid to the Holder of record of the redeemed shares on such Dividend Record Date.

(c) Class E Preferred Stock will not be subject to any sinking fund or other similar provisions. Holders of Class E Preferred Stock will have no right to require redemption or repurchase of any shares of Class E Preferred Stock.

(d) In case of any redemption of part of the shares of Class E Preferred Stock at the time outstanding, the shares to be redeemed shall be selected either pro rata or in such other manner as the Board of Directors or a duly authorized committee thereof may determine to be fair and equitable. Subject to the provisions hereof, the Board of Directors or a duly authorized committee thereof shall have full power and authority to prescribe the terms and conditions upon which shares of Class E Preferred Stock shall be redeemed from time to time. If fewer than all the shares represented by any certificate are redeemed, a new certificate shall be issued representing the unredeemed shares without charge to the Holder thereof.

(e) If notice of redemption has been duly given and if on or before the redemption date specified in the notice all funds necessary for the redemption have been deposited by the Corporation, in trust for the pro rata benefit of the Holders of the shares called for redemption, with a bank or trust company doing business in Miami-Dade County, Florida, and having a capital and surplus of at least \$50 million and selected by the Board of Directors, so as to be and continue to be available solely therefor, then, notwithstanding that any certificate for any share so called for redemption has not been surrendered for cancellation, on and after the redemption date dividends shall cease to accrue on all shares so called for redemption, all shares so called for redemption shall no longer be deemed outstanding and all rights with respect to such shares shall forthwith on such redemption date cease and terminate, except only the right of the Holders thereof to receive the amount payable on such redemption from such bank or trust company, without interest. Any funds unclaimed at the end of three years from the redemption date shall, to the extent permitted by law, be released to the Corporation, after which time the Holders of the shares so called for redemption shall look only to the Corporation for payment of the redemption price of such shares.

Section 9. Conversion Rights. The Holders of shares of Class E Preferred Stock shall not have any rights to convert such shares into shares of any other class or series of securities of the Corporation.

Section 10. No Preemptive Rights. No share of Class E Preferred Stock shall have any rights of preemption whatsoever as to any securities of the Corporation, or any

warrants, rights or options issued or granted with respect thereto, regardless of how such securities, or such warrants, rights or options, may be designated, issued or granted.

Section 11. Replacement Certificates. The Corporation shall replace any mutilated stock certificate at the Holder's expense upon surrender of such stock certificate to the Corporation. The Corporation shall replace stock certificates that become destroyed, stolen or lost at the Holder's expense upon delivery to the Corporation of satisfactory evidence that the stock certificate has been destroyed, stolen or lost, together with any indemnity that may be required by the Corporation.

Section 12. No Impairment. The Corporation shall not amend its Articles of Incorporation or participate in any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action for the purpose of avoiding or seeking to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation, but shall at all times in good faith assist in carrying out all such action as may be reasonably necessary or appropriate in order to protect the conversion rights of the holders of the Class E Preferred Stock against dilution or other impairment as provided herein.

Section 13. Miscellaneous.

(a) All notices referred to herein shall be in writing, and, unless otherwise specified herein, all notices hereunder shall be deemed to have been given upon the earlier of receipt thereof or three Business Days after the mailing thereof if sent by registered or certified mail (unless first-class mail shall be specifically permitted for such notice under the terms of this Certificate of Designations) with postage prepaid, addressed: (i) if to the Corporation, to its office at 2301 N.W. 87th Avenue, Doral, Florida 33172, Attention: Chief Executive Officer, or (ii) if to any Holder, to such Holder at the address of such Holder as listed in the stock record books of the Corporation, or (iii) to such other address as the Corporation or any such Holder, as the case may be, shall have designated by notice similarly given.

(b) To the fullest extent permitted by applicable law, the Corporation and the transfer agent for the Class E Preferred Stock may deem and treat the record Holder of any share of Class E Preferred Stock as the true and lawful owner thereof for all purposes, and neither the Corporation nor such transfer agent shall be affected by any notice to the contrary.

(c) The Corporation shall pay any and all stock transfer and documentary stamp taxes that may be payable in respect of any issuance or delivery of shares of Class E Preferred Stock or other securities issued on account of Class E Preferred Stock pursuant hereto or certificates representing such shares or securities. The Corporation shall not, however, be required to pay any such tax that may be payable in respect of any transfer involved in the issuance or delivery of shares of Class E Preferred Stock or other securities in a name other than that in which the shares of Class E Preferred Stock with respect to which such shares or other securities are issued or delivered were registered, or in respect of any payment to any Person other than a payment to the registered Holder thereof, and shall not be required to make any such issuance, delivery or payment unless

and until the Person otherwise entitled to such issuance, delivery or payment has paid to the Corporation the amount of any such tax or has established, to the satisfaction of the Corporation, that such tax has been paid or is not payable.

(d) The shares of Class E Preferred Stock shall not have any 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 in the Articles of Incorporation or as provided by applicable law.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Designations to be signed by its duly authorized officer this 23rd day of June 2016.

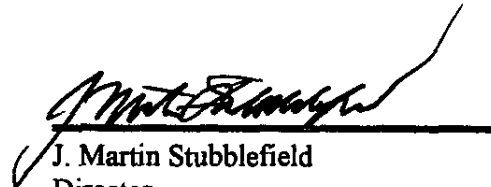
U.S. CENTURY BANK

By: 

Name: Luis de la Aguilera

Title: President and CEO

Approved by the Florida Office of Financial Regulation this 29th day of June 2016.



J. Martin Stubblefield
Director
Division of Financial Institutions
Florida Office of Financial Regulation