

FILED

ARTICLES OF AMENDMENT 18 MAY -2 AM 9:08
TO
CLASS E PARTIALLY CUMULATIVE PERPETUAL PREFERRED STOCK
OF U.S. CENTURY BANK

*Pursuant to Sections 607.1003 and 607.1004 of the
Business Corporation Act of the State of Florida
and
Section 658.23 of the Florida Financial Institutions Code*

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"):

1. The Corporation's original Certificate of Designations for the Class E Partially Cumulative Perpetual Preferred Stock was filed with the Secretary of State of the State of Florida on June 29, 2016 (the "Certificate of Designation").

2. The Board of Directors of the Corporation (the "Board"), at a meeting duly held, in accordance with Florida Code Section 658.23 and Section 607.1003 of the Florida Business Corporation Act (the "BCA" and collectively with the Florida Code, the "Florida Statutes"), adopted the resolution set forth below proposing and declaring advisable the following amendment to the Certificate of Designation of the Corporation (the "Amendment"):

NOW, THEREFORE, BE IT RESOLVED, that, pursuant to Florida Statutes Section 658.23, 607.1003 and 607.1006, Section 3 of the Certificate of Designation be and hereby is amended and restated in its entirety to read as follows:

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 any class or series of stock of the Corporation (other than Class E Preferred Stock) the terms of which do not expressly provide that such class or series will rank senior or junior 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 "Parity Securities") and (ii) senior to the Designated Preferred Stock and the Companion Preferred Stock, as such terms are defined in the Articles of Incorporation, the Common Stock and each other class or series of capital stock outstanding or established after the

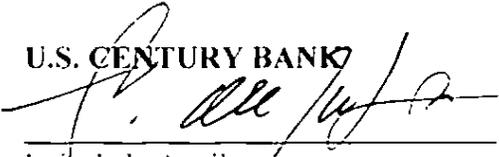
Original Issue Date by the Corporation the terms of which do not expressly provide that it ranks on a parity with or, if permitted pursuant to and in compliance with the provisions of Section 6(a), senior to the Class E Preferred Stock as to dividend rights and rights on liquidation, winding-up and dissolution 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).

3. Thereafter, pursuant to the resolutions of the Board and in accordance with the provisions of the Articles of Incorporation, in lieu of a meeting and the vote of the holders of the Class C Non-Voting, Non-cumulative Perpetual Preferred Stock (the "Class C Preferred Stock") and the Class D Non-Voting, Non-Cumulative, Perpetual Preferred Stock (the "Class D Preferred Stock"), the holders of more than sixty-six and two-thirds percent of the outstanding shares of each of the Class C Preferred Stock and the Class D Preferred Stock of the Corporation, each voting separately as a class, have consented in writing to the Amendment in accordance with the provisions of Section 607.0704 of the BCA and written notice of the approval of the Amendment has been given as provided in Section 607.0704 of the BCA to every holder of the Class C Preferred Stock and the Class D Preferred Stock entitled to such notice.

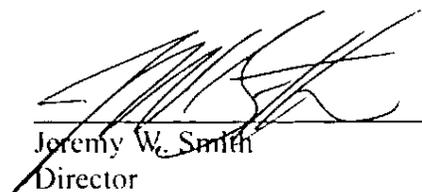
4. No approval of the holders of Voting Common Stock or the Non-Voting Common Stock (as such terms are defined in the Articles of Incorporation) is required under the terms of the Articles of Incorporation since the matter of the Amendment relates solely to the terms of the Class E Preferred Stock.

5. The Amendment was duly adopted in accordance with the applicable provisions of Florida Statutes Section 658.23, 607.0704, 607.1003, 607.1004 and 607.1006.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to the Certificate of Designations to be signed by its duly authorized officer this 27 day of April 2018.

U.S. CENTURY BANK

By: _____
Name: Luis de la Aguilera
Title: President and Chief Executive Officer

Approved by the Florida Office of Financial Regulation this 1st day of May 2018.



Jeremy W. Smith
Director
Division of Financial Institutions
Florida Office of Financial Regulation