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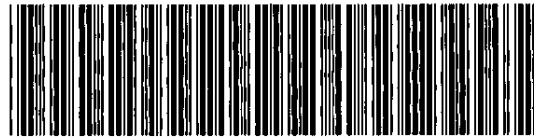
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
Tells
5-28-10

SMITH MACKINNON, PA

ATTORNEYS AT LAW

SUITE 800
CITRUS CENTER
255 SOUTH ORANGE AVENUE
ORLANDO, FLORIDA 32801

POST OFFICE BOX 2254
ORLANDO, FLORIDA 32802-2254

TELEPHONE (407) 843-7300
FACSIMILE (407) 843-2448
E-MAIL: JPG7300@AOL.COM

JOHN P. GREELEY

May 27, 2010

Via Federal Express

Department of State
Attention: Karon Beyer
Division of Corporations
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Articles of Amendment of the Articles of Incorporation of
Bank of Commerce Holdings, Inc.

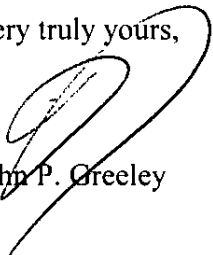
Dear Karon:

Enclosed are three manually signed originals of Articles of Amendment of the Articles of Incorporation of Bank of Commerce Holdings, Inc., accompanied by a check in the amount of \$43.75 payable to the Florida Secretary of State for the filing fee.

I would appreciate it if you could file the Articles of Amendment at your earliest convenience and have a certified copy of the filed articles returned to us.

If you have any questions regarding the enclosed, please do not hesitate to call me at your convenience. As always, we appreciate your assistance.

Very truly yours,


John P. Greeley

JPG:erw

Enclosures

Copy to: Charles O. Murphy
President and Chief Executive Officer
Bank of Commerce Holdings, Inc.

ARTICLES OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION OF
BANK OF COMMERCE HOLDINGS, INC.
(Pursuant to Section 607.0602 of the
Florida Business Corporation Act)

FILED
2010 MAY 28 A 11: 56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Bank of Commerce Holdings, 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 ("Articles") by filing these Articles of Amendment and, in connection therewith,

HEREBY CERTIFIES:

That the name of the Corporation is Bank of Commerce Holdings, Inc. and the Articles of Incorporation of the Corporation are amended as hereinafter set forth:

I. Article IV, Section A (1) is hereby amended by deleting such text in its entirety and inserting the following in lieu thereof:

(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 the authority to issue is 50,000,000 with a par value of \$1.00 per share.

II. Pursuant to authority granted to the Board of Directors by Article IV, Section B of the Articles, on July 6, 2009, the Corporation created and authorized for issuance 6,000 shares of Noncumulative Perpetual Series A Preferred Stock. The Board of Directors hereby amends the dividend rights for such shares as hereinafter set forth:

(2) Dividends. Dividend rights attributable to the shares of Series A Preferred Stock are as follows:

(a) Rate. The holders of Series A Preferred Stock shall be entitled to receive on each share of Series A Preferred Stock such non-cumulative cash dividends if, as, and when declared by the Board of Directors out of funds legally available therefor, payable quarterly in arrears on January 15, April 15, July 15 and October 15 of each year at the Coupon Rate on the Liquidation Amount per share. The dividends are payable at the option of the Board of Directors of the Corporation (the "Board") (i) in cash at the Coupon Rate, (ii) in additional shares of Series A Preferred Stock, or (iii) in any combination of cash and additional shares of Series A Preferred Stock. If the dividend is paid in additional shares of Series A Preferred Stock, then the amount of such shares issuable for each share of Series A Preferred Stock for any quarterly dividend payment shall be equal to the quotient obtained by dividing (i) the product of (x) the Liquidation Amount Per

Share, times (y) the Coupon Rate, times (z) 0.25, by (ii) the Liquidation Amount per share. The "Coupon Rate" shall equal (i) during the period from the date of issuance (the "Original Issue Date") to, but excluding, the first day of the calendar quarter commencing on or after the third anniversary of the Original Issue Date of such Series A Preferred Stock, a per annum rate equal to the Prime Rate on the Original Issue Date plus 2.75%, and (ii) commencing with the first day of the calendar quarter on or after the third anniversary of the Original Issue Date and on each anniversary date thereafter, a per annum rate equal to the Prime Rate on such anniversary date plus 2.75% (subject to a maximum rate of 8.00% per annum). The "Prime Rate" shall be the prime rate as published in the bonds, rates and yields or an equivalent table of *The Wall Street Journal* (and if the prime rate as quoted by *The Wall Street Journal* is published in the form of a range of rates, then the average of the two rates so published will be used as the prime rate) and, further, if *The Wall Street Journal* discontinues publishing the prime rate in its bonds, rates and yields or an equivalent table, the Corporation shall select a comparable rate in its discretion. In the event that any dividend payment date would otherwise fall on a day that is not a business day for the Corporation, the dividend payment due on that date will be postponed to the next day that is a business day for the Corporation and no additional dividends will accrue as a result of that postponement. Dividends that are payable on the Series A Preferred Stock shall be computed on the basis of a 360-day year consisting of twelve 30-day months. The amount of dividends payable on any date prior to the end of a calendar quarter, and for the initial calendar quarter, shall be computed on the basis of a 360-day year consisting of twelve 30-day months, and actual days elapsed over a 30-day month. Each declared dividend shall be payable to holders of record as they appear at the close of business on the stock books of the Corporation on the 15th calendar day preceding the dividend payment date therefor. All shares of Series A Preferred Stock issued as a dividend with respect to the Series A Preferred Stock will be duly authorized, validly issued, fully paid and non-assessable. Shares of Series A Preferred Stock issued as a dividend shall be rounded to three decimal points (i.e., to thousandths of a share). Each fractional share of Series A Preferred Stock outstanding, if any, shall be entitled to a ratably proportionate amount of all dividends paid or other distributions made with respect to the Series A Preferred Stock, at the same time and in the same manner as distributions on all other shares of Series A Preferred Stock.

(b) Non-Cumulative. Dividends shall be non-cumulative. If the Board of Directors does not declare a dividend on the Series A Preferred Stock in respect of any calendar quarter, the holders of the Series A Preferred Stock shall have no right to receive any dividend for such calendar quarter, and the Corporation shall have no obligation to pay a dividend for such calendar quarter, whether or not dividends are declared for any subsequent calendar quarter with respect to the Series A Preferred Stock.

(c) Priority of Dividends. So long as any shares of Series A Preferred Stock are outstanding, no dividend may be declared or paid or set aside for payment or other distribution declared or made upon the Common Stock by the Corporation (other than dividends payable solely in shares of Common Stock) unless full dividends on all outstanding shares of Series A Preferred Stock for the most recently completed calendar quarter have been or are contemporaneously declared

and paid (or have been paid in a sum sufficient for the payment thereof has been set aside for the benefit of the holders of shares of Series A Preferred Stock on the applicable record date).

CERTIFICATE

The undersigned, being the duly elected and incumbent President and Chief Executive Officer of Bank of Commerce Holdings, Inc. (the "Corporation"), a corporation organized under the laws of the State of Florida, does hereby certify that (i) the amendment in these Articles of Amendment changing the par value of the Common Stock from \$5.00 to \$1.00 per share was adopted by the Board of Directors of the Corporation on February 16, 2010, and shareholder approval of such amendment was not required, (ii) the amendment in these Articles of Amendment to increase the authorized shares of Common Stock from 3,000,000 to 50,000,000 shares was duly adopted as of May 18, 2010 by the holders of outstanding shares of Common Stock being the sole voting group entitled to vote on such amendment, and the number of votes cast for the amendment by such shareholders was sufficient for approval by that voting group, and (iii) the amendment in these Articles of Amendment to amend the dividend rights of the shares of Series A Preferred Stock was duly adopted as of May 18, 2010 by the holders of outstanding shares of Common Stock and the holders of outstanding shares of Series A Preferred Stock, being the sole voting groups entitled to vote on such amendment, and the number of votes cast for such amendment by the shareholders in each such voting group was sufficient for approval by that voting group.

IN WITNESS WHEREOF, the undersigned has hereunto affixed his signature effective May 21, 2010.

BANK OF COMMERCE HOLDINGS, INC.

By: _____


Charles O. Murphy

As its: President and Chief Executive Officer