

Division of Corporations

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**P030000016871**

Florida Department of State  
Division of Corporations  
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**NOTICE:**

*Please back-date  
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*as per attached, I  
spoke to Darlene  
Thank You Connel.*

*Brenda K. Holland - 8981.0*

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**OLD HARBOR BANK**

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January 5, 2009

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

OLD HARBOR BANK  
2605 ENTERPRISE RD. E.  
SUITE 100  
CLEARWATER, FL 33759

SUBJECT: OLD HARBOR BANK  
REF: P03000016871

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Darlene Connell  
Regulatory Specialist II

FAX Aud. #: H08000282315  
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ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION OF  
OLD HARBOR BANK

\*\*\*\*\*

OLD HARBOR BANK (the "Corporation"), hereby certifies as follows:

1. The Articles of Incorporation of the Corporation (Florida Division of Corporations Document Number P03000016871) are hereby amended by deleting the present form of Article III in its entirety and by substituting, in lieu thereof, the following:

ARTICLE III

Capital Stock

The total number of shares of all classes of capital stock which the Corporation shall be authorized to issue is 5,000,000, of which (a) 4,000,000 shares shall be common stock, having a par value of \$1.00 per share ("Common Stock"), and (ii) 1,000,000 shares shall be preferred stock, having a par value of \$1.00 per share. ("Preferred Stock") The authorized shares of Preferred Stock may be divided into one or more series as determined by the Board of Directors from time to time, and by filing with the Florida Division of Corporations, a Certificate of Designation, specifying the rights and preferences of the Preferred Stock.

.....

2. The foregoing amendment shall become effective as of the close of business on the date these Articles of Amendment are approved by the Florida Department of State and all filing fees then due have been paid, all in accordance with the corporation laws of the State of Florida.

3. The amendment recited in Section 1. above has been duly adopted in accordance with the provisions of §607.0821, .0704 and .1003, Florida Statutes, as the members of the Corporation's Board of Directors, at a meeting held on December 19, 2008 approved this amendment and the shareholders holding the majority of stock of the Corporation having executed a written statement, manifesting their intentions that the amendments be adopted; and the number of votes cast for the amendments by the shareholders having been sufficient for approval.

The Corporation has caused these Articles of Amendment to be prepared under the signature of its President and Secretary this 30th day of December 2008.

Old Harbor Bank

By: William W. Short

Its: Chief Executive Officer and President


Jeffrey P. Seligsohn  
Its: Secretary

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**APPROVAL OF AMENDMENT TO THE ARTICLES OF INCORPORATION BY  
THE OFFICE OF FINANCIAL INSTITUTIONS  
AND SECURITIES REGULATION**

The foregoing Amendment to Articles of Incorporation of OLD HARBOR BANK is approved by the Office of Financial Institutions and Securities Regulation of the Florida Department of Financial Services this 31<sup>st</sup> day of December 2008 at Tallahassee, Florida.

  
Director of the Office of Financial Institutions  
and Securities Regulation

[signature page - Amendment to the Articles of Incorporation - Old Harbor Bank]