

P03000014871

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**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
OLD HARBOR BANK  
(Florida Divisions of Corporation Document Number P03000016871)**

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Pursuant to the provisions of section 607.1006, Florida Statutes, Old Harbor Bank, a Florida profit corporation, adopts the following amendment to its Articles of Incorporation:

FIRST: Article III of Old Harbor Bank's Articles of Incorporation is 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 50,000,000, of which (i) 49,000,000 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 Board of Directors is authorized, subject to limitations prescribed by the Florida Business Corporation Act and the provisions of these Articles of Incorporation, to provide, by resolution or resolutions from time to time and by filing a certificate of designations pursuant to Florida Business Corporation Act, for the issuance of Preferred Stock in series, to establish from time to time the number of shares to be included in each such series, to fix the power, designations, preferences and relative, participating, optional or other special rights of the shares of each such series and to fix the qualifications, limitations or restrictions thereof.

SECOND: The date of the amendment adoption is ~~January~~ <sup>February</sup> 5, 2010.

THIRD: The amendment was adopted by the shareholders. The number of votes cast for the amendment by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, the Company has caused these Articles of Amendment to the Articles of Incorporation to be duly executed as of this ~~January~~ <sup>February</sup> 5<sup>th</sup> day of ~~January~~ 2010 to be effective upon filing.

OLD HARBOR BANK

By: 

Name: William W. Short


Title: Chief Executive Officer and President

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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 the 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 9<sup>th</sup> day of ~~January~~, 2010, at Tallahassee, Florida.  
February,

  
\_\_\_\_\_  
Director  
Division of Financial Institutions