

P03000064394

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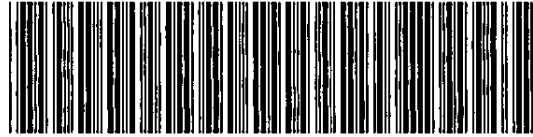
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2013 MAY - 1 PM 2:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAY 01 2013

T. ROBERTS



DREW J. BREAKSPEAR
COMMISSIONER

STREET ADDRESS: 101 East Gaines Street, Suite 636 • PHONE (850) 410-9800 • FAX (850) 410-9548
MAILING ADDRESS: Division of Financial Institutions, 200 East Gaines Street, Tallahassee, FL 32399-0371
Visit us on the web: WWW.ITSYOURMONEYFLORIDA.COM • 850-487-9687

April 30, 2013

VIA INTEROFFICE MAIL

Ms. Thelma Lewis
Amendment Section
Florida Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314-6327

Dear Ms. Lewis:

Please file the enclosed amendment to the Articles of Gulf Coast Community Bank, Pensacola, Florida, at your earliest convenience. The distribution of the certified copies should be made as follows:

- (1) Return one copy to: Division of Financial Institutions
Florida Office of Financial Regulation
200 East Gaines Street
Tallahassee, Florida 32399-0371
- (2) Mail one copy to: Mr. Walter J. Ritchie
Gulf Coast Community Bank
Post Office Box 12870
Pensacola, Florida 32591-2870

Also enclosed is a check in the amount of \$52.50 representing the filing and certified copy fees. Should you have any questions, please do not hesitate to contact me.

Sincerely,

Jason M. Guevara
Financial Specialist
Bureau of Bank Regulation, District 1

JMG

Enclosures (3)



April 23, 2013

*Sent via overnight mail
4/23/13*

Robert D. Hayes, Interim Director and Chief
Bureau of Bank Regulation - District I
Office of Financial Regulation
200 East Gaines Street
Tallahassee, Florida 32399-0371

RE: Articles of Amendment to the Articles of Incorporation of Gulf Coast Community Bank, Pensacola, Florida, to authorize the issuance of 30,000,000 shares of new Class B Common Stock.

Dear Mr. Hayes:

Please find enclosed for your review and for filing with the Florida Secretary of State one original and two photocopies of the Articles of Amendment to the Articles of Incorporation of Gulf Coast Community Bank (the "Bank") which amends Article 3 thereof to authorize the issuance of 30,000,000 shares of new Class B Common Stock, \$1.00 par value per share. Also enclosed is a check for \$52.50 payable to the Florida Secretary of State for the filing fee and two certified copies.

Please send one of the certified copies to the Bank at the following address: Gulf Coast Community Bank, Attention: Walter J. Ritchie, 40 North Palafox Street, Pensacola, Florida 32502. The other certified copy should be retained by the Division of Financial Institutions.

Should you have any questions regarding this matter, please call the undersigned at (850) 434-9300.

Yours truly,

Walter J. Ritchie
President and Chief Executive Officer

CASHIER'S OFFICE

Enclosures

11:11 AM - 1 MAY 2013

RECEIVED
DEPARTMENT OF
FINANCIAL SERVICES

*TO: JEREMY
5/1/13
RC*

Downtown
40 N. Palafox Street
Pensacola, FL 32502

Pace
4885 Highway 90
Pace, FL 32571

Cordova/Airport
1177 College Boulevard
Pensacola, FL 32504

Nine Mile
1554 W. Nine Mile Rd.
Pensacola, FL 32534

Gulf Breeze
2871 Gulf Breeze Pkwy.
Gulf Breeze, FL 32563

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
GULF COAST COMMUNITY BANK**

**FILED
2013 MAY -1 PM 2:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

P03000064394

(Document number of Corporation)

Pursuant to the provisions of Section 607.1003 and in accordance with Section 607.1006, Florida Statutes, this Florida business corporation (the "Corporation") adopts and files the following articles of amendment to its Articles of Incorporation which were approved by the Corporation's board of directors and shareholders.

- FIRST: The name of the Corporation is Gulf Coast Community Bank.
- SECOND: Article 3 of the Articles of Incorporation is hereby deleted in its entirety and the following is substituted in lieu thereof:

**ARTICLE 3
Capital Stock**

The number of shares of stock that the Corporation is authorized to issue is 42,000,000 shares consisting of: (i) 10,000,000 shares of class A common stock (the "Class A Common Stock") having a par value of \$5.00 per share; (ii) 30,000,000 shares of class B common stock (the "Class B Common Stock") having a par value of \$1.00 per share; and (iii) 2,000,000 shares of preferred stock having a par value of \$1.00 per share. Except for the difference in par value, the relative rights, privileges, and limitations of the Class A Common Stock and Class B Common Stock shall in all respects be identical, share for share. The Class A Common Stock and Class B Common Stock shall vote as a single voting group, unless otherwise required by law.

The Corporation's Board of Directors is authorized, subject to limitations prescribed by law, specifically § 658.34(5) of the Florida Statutes, and subject to applicable regulatory approval, to provide for the issuance of the Preferred Stock as a single class, and to fix the designation, preferences, limitations and relative rights of such class. In accordance with § 658.34(5), the Corporation shall not create different rights, options, warrants, or benefits among the purchasers or stockholders of the same class of stock. Such prohibition does not restrict the Corporation from creating uniform restrictions on the transfer of stock as permitted in § 607.0627 of the Florida Statutes.

The Corporation shall begin business with at least \$4,500,000 of paid-in capital, to be derived from the issuance of 900,000 shares of Class A Common

Stock, as well as initial capital surplus and undivided profits of not less than \$4,000,000 all of which (capital stock, surplus, and undivided profits) shall be paid in cash.

Fractional shares of stock will not be issued.

- THIRD: The provisions for implementing the redenomination of Common Stock into Class A Common Stock shall be as follows: Upon the effective date of the amendment, each share of Common Stock shall automatically be re-designated as Class A Common Stock, share for share. Common Stock certificates issued prior to the effective date of the amendment shall be deemed to represent Class A Common Stock without the issuance of new Class A Common Stock certificates. All future Class A Common Stock certificates shall bear the name "Class A Common Stock." There shall be no change in the rights, privileges, and limitations of the holders of the Common Stock upon redenomination to Class A Common Stock.
- FOURTH: The amendment was adopted by the board of directors on March 29, 2013.
- FIFTH: The amendment was approved by the shareholders of the corporation on April 16, 2013. The number of votes cast for the amendment was sufficient for approval.

Signed this 23rd day of April, 2013.

GULF COAST COMMUNITY BANK

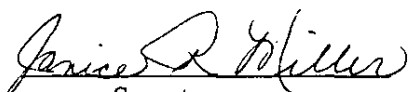
By: Walter J. Ritchie

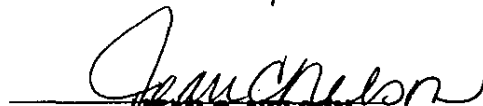
Printed Name: Walter J. Ritchie

Title: President / Chief Executive Officer

I, Jan Miller, hereby certify that I am the Secretary of Gulf Coast Community Bank and that the above amendment was unanimously approved by the board of directors of the corporation on March 29, 2013, and by the shareholders owning a majority of the voting stock of the corporation at the annual meeting of shareholders held on April 16, 2013.

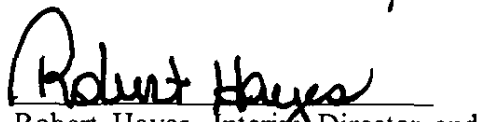
Witness my hand and seal of Janice R. Miller this 23rd day of April, 2013.


Secretary


JEAN C. NELSON
Notary Public, State of Florida
My Comm. Expires May 6, 2015
Comm. No. EE 75125

Approval

Approved by the State of Florida, Office of Financial Regulation, on this 30th day of April, 2013.


Robert Hayes, Interim Director and
Chief, Bureau of Bank Regulation
District 1, Division of Financial
Institutions