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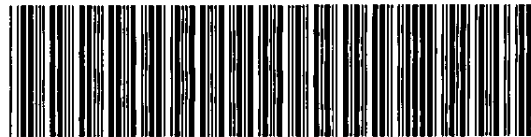
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Floridian Community Holdings, Inc.

DOCUMENT NUMBER: P03000065855

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Richard Pearlman

(Name of Contact Person)

Igler and Pearlman, P.A.

(Firm/ Company)

2075 Centre Pointe Drive, Suite 100

(Address)

Tallahassee, FL 32308

(City/ State and Zip Code)

richard.pearlman@iglerlaw.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Richard Pearlman

850 878-2411
at (Area Code) (Daytime Telephone Number)

(Name of Contact Person)

Enclosed is a check for the following amount made payable to the Florida Department of State:

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Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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**ARTICLE OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
FLORIDIAN COMMUNITY HOLDINGS, INC.**

P03000065855

Pursuant to the provisions of Sections 607.0701, 607.0704, 607.1001, 607.1003, 607.1004, and 607.1006, Florida Statutes, Floridian Community Holdings, Inc. adopts the following Article of Amendment to its Articles of Incorporation:

Amendment adopted:

The amendment to the Articles of Incorporation hereby replaces Article III in its entirety, which now reads as follows:

ARTICLE III

Classes. The total number of shares authorized to be issued by the Corporation shall be 15,000,000. Such shares shall be divided into the following classes:

A. Common Stock. One class shall consist of 9,000,000 shares of common stock of \$0.01 par value, designated "Common Stock."

B. Nonvoting Common Stock. One class shall consist of 5,000,000 shares of nonvoting common stock of \$0.01 par value, designated "Nonvoting Common Stock." The Nonvoting Common Stock shall be divided into the following two series:

(i) Series A Nonvoting Common Stock, which shall consist of 4,000,000 shares of Nonvoting Common Stock.

(ii) Series B Nonvoting Common Stock, which shall consist of 1,000,000 shares of Nonvoting Common Stock.

C. Preferred Stock. One class shall consist of 1,000,000 shares of preferred stock of par value \$0.01, designated "Preferred Stock."

Terms Specific to Common Stock and Nonvoting Common Stock.

General. Except as set forth herein, the Common Stock and the Nonvoting Common Stock shall have the same rights and privileges, share ratably in all assets of the Corporation upon its liquidation, dissolution, or winding-up, shall be

entitled to receive dividends in the same amount per share and at the same time when, as, and if declared by the Corporation's Board of Directors, and be identical in all other respects as to all other matters, except voting and conversion.

In the event of any stock split, combination, or other reclassification of shares of either of the Common Stock or the Nonvoting Common Stock, the outstanding shares of the other class shall be proportionally split, combined, or reclassified in a similar manner; provided, however, that in any such transaction, holders of Common Stock shall receive only shares of Common Stock in respect of their shares of Common Stock, holders of Series A Nonvoting Common Stock shall receive only shares of Series A Nonvoting Common Stock in respect of their shares of Series A Nonvoting Common Stock, and holders of Series B Nonvoting Common Stock shall receive only shares of Series B Nonvoting Common Stock in respect of their shares of Series B Nonvoting Common Stock.

Voting. Except as may be otherwise required by law, each holder of Common Stock shall have one vote in respect of each share of Common Stock held of record on all matters voted upon by the shareholders, including the election of directors. The Common Stock is not entitled to cumulative voting rights with respect to the election of directors.

The holders of Nonvoting Common Stock shall have no voting rights except as required by the Florida Business Corporation Act. Where shares of Series A Nonvoting Common Stock or Series B Nonvoting Common Stock are entitled to vote, they shall vote by series and each holder of Series A Nonvoting Common Stock and each holder of Series B Nonvoting Common Stock shall have one vote in respect of each share of Series A Nonvoting Common Stock or Series B Nonvoting Common Stock, respectively, held of record, solely on matters as to which such shares are entitled to vote and subject to the rights and limitations specified by the Florida Business Corporation Act.

Conversion. Each share of Series B Nonvoting Common Stock shall automatically convert into one share of Common Stock (the "Conversion Rate"), without any further action by the transferor, transferee, or the Corporation, immediately upon any sale, transfer, assignment or other disposition (including by merger, reorganization, operation of law or otherwise): (i) pursuant to a widespread public distribution of Series B Nonvoting Stock (including a transfer to an underwriter for the purpose of conducting a widespread public distribution or pursuant to Rule 144 under the Securities Act of 1933, as amended); (ii) if no transferee (or group of associated transferees) would receive 2% or more of any class of voting securities of the Corporation, but only if such transferee is not an "affiliate" (as defined in 17 CFR Section 230.405) of the transferor; or (iii) to a transferee that would control more than 50% of the voting securities of the Corporation without any transfer from the transferor.

The Conversion Rate shall in all events be equitably adjusted if: (i) the Corporation subdivides or splits its outstanding Common Stock, including by way of a dividend or distribution of shares of Common Stock, or a combination of shares of Common Stock and Nonvoting Common Stock or Preferred Stock; (ii) the Corporation combines its outstanding shares of Common Stock into a lesser number of shares; or (iii) there occurs any merger, consolidation, or other reorganization of the Corporation.

The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of the shares of Series B Nonvoting Common Stock, such number of shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of Series Nonvoting Common Stock.

Upon the conversion of any shares of Series B Nonvoting Common Stock into shares of Common Stock, each such share of Series B Nonvoting Common Stock shall be automatically redesignated as a share of Common Stock. Upon the physical surrender to the Corporation (or, to its Transfer Agent, if any) of a certificate representing shares of Series B Nonvoting Stock converted pursuant hereto, together with a written certification to the effect that such shares are being transferred in accordance herewith (a "Transfer Certification"), the Corporation will (or will cause its transfer agent to) issue and deliver a new certificate, registered as the holder of Series B Nonvoting Shares making the transfer may request, representing the aggregate number of shares of Common Stock issued upon conversion of the shares of Series B Nonvoting Stock being transferred (provided that, if the transfer agent for the Common Stock is participating in The Depository Trust Company ("DTC") Fast Automated Securities Transfer Program and the transferee is eligible to receive shares through DTC, the Corporation's transfer agent shall instead credit such number of full Common Stock to such transferee's balance account with DTC through its Deposit/Withdrawal at Custodian system). In the event that less than all of the shares of Series B Nonvoting Common Stock represented by a certificate are transferred pursuant hereto, the Corporation shall promptly issue a new certificate registered in the name of the transferor holder of Series B Nonvoting Common Stock representing such remaining shares of Nonvoting Common Stock not subject to such transfer.

Terms Specific to Preferred Stock. The Board of Directors of the Corporation shall be empowered to divide any and all shares of the Preferred Stock into series and to fix and determine the relative rights and preferences of the shares of any series so established in accordance with Section 607.0602 of the Florida Business Corporation Act, including:

- (i) the distinctive designation of such series, and the number of shares which shall constitute such series;

(ii) the annual rate of dividends payable on shares of such series, whether dividends shall be cumulative or non-cumulative, and conditions upon which and the date when such dividends shall be accumulated on all shares of such series issued prior to the record date for the first dividend of such series;

(iii) the time or times when and the price or prices at which shares of such series shall be redeemable at the option of the holder or of the Corporation and the sinking fund provisions, if any, for the purchase or redemption of such shares;

(iv) the amount payable on shares of such series in the event of any liquidation, dissolution, or winding up of the affairs of the Corporation, whether all or a portion is paid before any amount is paid on the common stock;

(v) the rights, if any, of the holders of shares of such series to convert such shares into, or exchange such shares for, shares of common stock or shares of any other series of preferred stock and the terms and conditions of such conversion or exchange; and

(vi) whether the shares of such series have voting rights and the extent of such voting rights, if any.

The Board of Directors shall have the power to reclassify any unissued shares of any series of Preferred Stock from time to time by setting or changing the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or terms or conditions of redemption, including but not limited to, but subject to the limitations described in, the above provisions.


The foregoing amendment was adopted by: (i) the affirmative vote of the requisite number of the holders of the outstanding shares of Common Stock of the Corporation at its Annual Meeting of Shareholders held on May 24, 2016; and (ii) the affirmative vote of the requisite number of the holders of the outstanding shares of Nonvoting Common Stock of the Corporation pursuant to a Written Consent to Action dated May 25, 2016.

The Common Stock and the Nonvoting Common Stock of the Corporation were the only classes of Corporation stock entitled to vote on the amendment.

As of the effective time this amendment, all of the outstanding shares of Corporation Nonvoting Common Stock are redesignated to be shares of Series B Nonvoting Common Stock.

IN WITNESS WHEREOF, the undersigned duly authorized officer of Floridian Community Holdings, Inc. executed this Article of Amendment as of this 25th day of May, 2016.

FLORIDIAN COMMUNITY HOLDINGS, INC.



Joseph S. Marzouca
Chief Executive Officer

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