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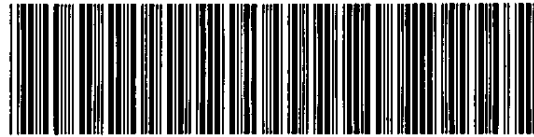
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FILED  
13 MAY 29 PM 4:49  
SECRETARY OF STATE  
TALLAHASSEE, FL 32307

Amend.  
inform 5/29/13

**SMITH MACKINNON, PA**

ATTORNEYS AT LAW

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JOHN P. GREELEY

May 28, 2013

***Via Federal Express***

Department of State  
Attention: Brenda Tadlock  
Division of Corporations  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: Articles of Amendment to the Articles of Incorporation of Citizens Banking Corporation, Frostproof, Florida

Dear Brenda:

Enclosed are three manually signed originals of an amendment to the Articles of Incorporation of Citizens Banking Corporation, accompanied by a check in the amount of \$52.50 payable to the Florida Secretary of State for the filing fee and the receipt of two certified copies

I would appreciate it if you would file the enclosed Articles of Amendment and return two certified copies to me. As always, we appreciate your assistance.

Very truly yours,



John P. Greeley

JPG:erw

Enclosures

Copy to: Mr. Tim Brown  
Citizens Banking Corporation.

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
CITIZENS BANKING CORPORATION**

**FILED**  
**13 MAY 29 PM 4:49**  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CITIZENS BANKING CORPORATION (the "Corporation"), a Florida corporation, does hereby amend its Articles of Incorporation as follows:

**FIRST:** The name of the Corporation is: CITIZENS BANKING CORPORATION.

**SECOND:** Article III of the Corporation's Articles of Incorporation is hereby deleted in its entirety and replaced with the following:

**ARTICLE III – CAPITAL STOCK**

The Corporation shall have one class of stock consisting of two types of common stock, Type A and Type B. The maximum number of shares that the Corporation is authorized to have outstanding at any time is 440,000 shares of Type A common stock, having a par value of \$0.01 per share, and 2,000,000 shares of Type B common stock, having a par value of \$0.01 per share. The preferences, limitations, and relative rights in respect of the shares of Type A and Type B common stock will be the same, except that the shares of Type B common stock are not to be voted on any matters, except when otherwise required by law.

**CERTIFICATE**

The undersigned, being the duly elected and incumbent President of Citizens Banking Corporation (the "Corporation"), a corporation organized under the laws of the State of Florida, does hereby certify that the foregoing articles of amendment were duly adopted by the Board of Directors of the Corporation on April 17, 2013, and by the holders of at least a majority of the outstanding shares of Type A common stock, being the sole voting group entitled to vote on the Articles of Amendment, by written consent effective as of May 24, 2013, and the number of votes cast for the Articles of Amendment were sufficient for approval by the holders of Type A common stock.

The Corporation has caused these Articles of Amendment to Articles of Incorporation to be executed by its President on this 24<sup>th</sup> day of May, 2013.

**CITIZENS BANKING CORPORATION**

By: \_\_\_\_\_

Gregory A. Littleton, as its President