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10 FEB 11 AM 11:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AMEND
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2/12



**FINANCIAL SERVICES
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COMMISSIONER

OFFICE OF FINANCIAL REGULATION

February 11, 2010

VIA INTEROFFICE MAIL

Ms. Karen Gibson
Senior Section Administrator
Amendment Section
Florida Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314-6327


Dear Ms. Gibson:

Please file the enclosed amendment to the Articles of Incorporation for Mainstreet Community Bank of Florida, Deland, Florida at your earliest convenience. The distribution of the certified copies should be as follows:

- (1) Return one copy to: Division of Financial Institutions
Office of Financial Regulation
200 East Gaines Street
Tallahassee, Florida 32399-0371
- (2) Mail one copy to: John P. Greeley, Esq.
Smith Mackinnon, PA
Post Office Box 2254
Orlando, Florida 32802-2254

Also enclosed are two checks (\$43.75 and \$8.75) totaling \$52.50, representing the filing and certified copy fees. If you have any questions, please do not hesitate to contact me.

Sincerely,


Willie Barnes
Financial Control Analyst
Bureau of Bank Regulation

WB

Enclosures (3)

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MAINSTREET COMMUNITY BANK OF FLORIDA**

FILED
10 FEB 11 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1006, Florida Statutes, the Articles of Incorporation of Mainstreet Community Bank of Florida are hereby amended as follows:

FIRST: Article III of the Articles of Incorporation is hereby amended by deleting the text thereof in its entirety and substituting the following in lieu thereof:

The aggregate number of shares that the Corporation shall have the authority to issue is Five Million Twenty Five Thousand (5,025,000) common shares (the "Shares"), of which Five Million (5,000,000) shares shall be designated as Class A Voting Common Shares and Twenty Five Thousand (25,000) shares shall be designated as Class B Non-voting Common Shares. The Shares shall have a par value of \$5.00 per share. The Class A Voting Common Shares are entitled to all voting rights and powers. The Class B Non-Voting Common Shares are not entitled to any voting rights and powers except such as are required bylaw, and the holders thereof shall not be entitled to notice of any meeting of shareholders, except as required by law. In all other respects the Class A Voting Common Shares and the Class B Non-voting Common Shares shall be identical.

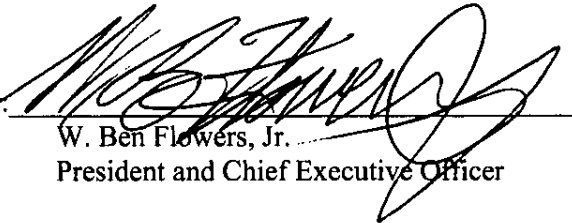
The Board of Directors by vote of a majority of the whole Board is expressly authorized to adopt such resolutions and issue stock from time to time as it may deem desirable.

The Corporation elects to have preemptive rights.

SECOND: The foregoing amendment was adopted by the holders of in excess of a majority of the outstanding shares of common stock, being the sole voting group entitled to vote on the amendment, as of October 17, 2009 and the number of votes cast for the amendment was sufficient for approval by the holders of common stock.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Amendment to Articles of Incorporation to be executed and attested to by its duly authorized officer as of this _____ day of January, 2010.

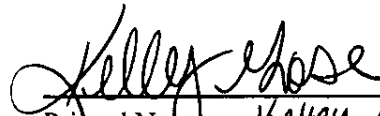
MAINSTREET COMMUNITY BANK OF FLORIDA

By: 
W. Ben Flowers, Jr.
President and Chief Executive Officer

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 25th day of January, 2010, by W. Ben Flowers, Jr., as President and Chief Executive Officer of Mainstreet Community Bank of Florida, a Florida banking corporation.



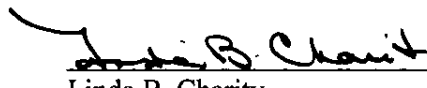

Printed Name: Kelley Grose
Notary Public, State of Florida

Personally Known ☒ or Produced Identification ☐

Type of Identification Produced _____

APPROVAL

Approved by the Florida Office of Financial Regulation this 11 day of February, 2010.


Linda B. Charity
Director, Division of Financial Institutions