

Division of Corporations

Page 1 of 1

P04000051898

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H15000305037 3)))



H150003050373ABCY

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)617-6380

From:

Account Name : SHUTTS & BOWEN, LLP
Account Number : 076447000313
Phone : (305)358-6300
Fax Number : (305)347-7750

15 DEC 28 PM 4:05

15 DEC 28 PM 4:05

FILED
15 DEC 28 PM 3:21

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address:

asmith@shutts.com

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
OPTIMUMBANK HOLDINGS, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$43.75

Electronic Filing Menu

Corporate Filing Menu

Help

DEC 29 2015

C MCNAIR

H15000305037 3

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
OPTIMUMBANK HOLDINGS, INC.**

FILED
15 DEC 28 PM 3:21

OPTIMUMBANK HOLDINGS, INC., a Florida corporation (the "Corporation"), hereby adopts the following Articles of Amendment to its Articles of Incorporation, pursuant to the provisions of the Florida Business Corporation Act (the "Act"):

1. Amendment. Paragraph (a) of Article III is hereby deleted in its entirety and replaced with the following (the "Amendment"):

“(a) The aggregate number of shares of stock of all classes that the corporation shall have authority to issue is 11,000,000 shares, of which 5,000,000 shares shall be common stock, \$.01 par value per share ("Common Stock"), and of which 6,000,000 shares shall be preferred stock, no par value ("Preferred Stock").

On the close of business on January 11, 2016 (the "Effective Time"), each ten (10) shares of Common Stock issued and outstanding or held by the Corporation in treasury stock immediately prior to the Effective Time shall, automatically and without any action on the part of the respective holders thereof or the Corporation, be combined and converted into one (1) share of Common Stock, subject to the treatment of fractional share interests as described below (the "Reverse Stock Split"). No fractional shares of Common Stock shall be issued in connection with the Reverse Stock Split. Rather, fractional shares created as a result of the Reverse Stock Split shall be rounded up to the next largest whole number, such that, in lieu of fractional shares, each shareholder who otherwise would be entitled to receive fractional shares of Common Stock as a result of the Reverse Stock Split shall instead be entitled to receive the next largest whole number of shares of Common Stock.”

2. Approval of Amendment. The Amendment was approved and adopted by all of the directors of the Company by written consent on December 22, 2015. The amendment did not require the approval of the shareholders of the Company under the Act or the Company's Articles of Incorporation or Bylaws.

3. Effective Time and Date of Amendment. The Amendment shall become effective as of the close of business on January 11, 2016.

[Signature Page Follows]

H15000305037 3

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment
as of this 22nd day of December, 2015.

OPTIMUMBANK HOLDINGS, INC.

By: Name: Joel KleinTitle: Chairman - Audit Committee
and Director