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RESTATED ARTICLES  
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**SMITH MACKINNON, PA**

ATTORNEYS AT LAW

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ORLANDO, FLORIDA 32801

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E-MAIL [JPG7300@AOL.COM](mailto:JPG7300@AOL.COM)

JOHN P. GREELEY

January 23, 2009

***Via Federal Express***

Linda B. Charity, Director  
Office of Financial Regulation  
Division of Banking, Fletcher Building  
200 East Gaines Street  
Tallahassee, FL 32399-0371

Re: Great Florida Bank  
Miami Lakes, Florida

RECEIVED  
DEPARTMENT OF  
FINANCIAL SERVICES  
2009 JAN 26 AM 10:47  
CASHIER'S OFFICE

Dear Ms. Charity:

Enclosed are three manually signed originals of Restated Articles of Incorporation, accompanied by a check in the amount of \$52.50 for the filing fees. The Bank's shareholders have approved the Restated Articles of Incorporation, which authorize the Bank to issue "blank check" preferred stock in anticipation of tailoring such shares to the extent that the Bank receives approval from the United States Treasury to participate in the Treasury's capital program.

I would appreciate it if you could have the Restated Articles of Incorporation filed, and have two certified copies returned to me at your earliest convenience.

If you have any questions regarding the enclosed, please do not hesitate to call me at your convenience. As always, we appreciate your assistance.

Very truly yours,

  
John P. Greeley

JPG:erw

Copy to: Mr. M. Mehdi Ghomeshi  
President and Chief Executive Officer  
Great Florida Bank



**OFFICE OF FINANCIAL REGULATION**

**ALEX HAGER**  
ACTING COMMISSIONER

February 26, 2009

**VIA INTEROFFICE MAIL**

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

Dear Ms. Payne:

Please file the enclosed amendment to the articles of incorporation for Great Florida Bank, Coral Gables, 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 two copies to: John P. Greeley, Esq.  
Smith McKinnon, PA  
Attorneys at Law  
Suite 800  
Citrus Center  
255 South Orange Avenue  
Orlando, Florida 32801

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

Sincerely,

NancyRae Kjelgaard  
Financial Control Analyst  
Bureau of Bank Regulation

**FINANCIAL SERVICES  
COMMISSION**

**CHARLIE CRIST**  
GOVERNOR

**ALEX SINK**  
CHIEF FINANCIAL OFFICER

**BILL MCCOLLUM**  
ATTORNEY GENERAL

**CHARLES BRONSON**  
COMMISSIONER OF  
AGRICULTURE

NRK:nk  
Enclosures (3)

**RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**GREAT FLORIDA BANK**

Great Florida Bank, whose original Articles of Incorporation were filed by the Florida Department of State on May 6, 2004, does hereby amend and restate its Articles of Incorporation by filing the following Restated Articles of Incorporation, pursuant to Section 607.1007, of the Florida Business Corporation Act (the "Act").

ARTICLE I

Name

The name of the Corporation is Great Florida Bank

ARTICLE II

Duration

The Corporation shall exist perpetually, commencing May 6, 2004.

ARTICLE III

Purpose

The general nature of the business to be transacted by this Corporation shall be that of a general commercial banking business with all the rights, powers, and privileges granted and conferred by the Florida Financial Institutions Codes, regulating the organization, powers, and management of banking corporations.

ARTICLE IV

Capital Stock

A. Number and Class of Shares Authorized; Par Value.

The Corporation is authorized to issue the following shares of capital stock:

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(1) Common Stock. The aggregate number of shares of common stock (referred to in these Restated Articles of Incorporation as "Common Stock") which the Corporation shall have authority to issue is 100,000,000 with a par value of \$5.00 per share, of which 80,000,000 shares shall be designated as Class A Common Stock and 20,000,000 shares shall be designated as Class B Common Stock (the Class A Common Stock and the Class B Common Stock are sometimes hereinafter referred to collectively as the "Common Stock"). The holders of Class B Common Stock shall exclusively possess all voting power. Each holder of shares of Class B Common Stock shall be entitled to one vote per share. Each holder of shares of Class A Common Stock shall not be entitled to vote, except as required by law. There shall be no cumulative voting in the election of directors. Except with respect to the differences in voting rights between the shares of Class A Common Stock and Class B Common Stock, the Class A Common Stock and Class B Common Stock shall be identical in all respects and shall have equal rights, preferences, limitations and privileges.

(2) Preferred Stock. The aggregate number of shares of preferred stock (referred to in these Restated Articles of Incorporation as "Preferred Stock") which the Corporation shall have authority to issue is 5,000,000 with a par value of \$5.00 per share

B. Description of Preferred Stock.

The terms, preferences, limitations and relative rights of the Preferred Stock are as follows:

(1) The Board of Directors is expressly authorized at any time and from time to time to provide for the issuance of shares of Preferred Stock in one or more classes, with such voting powers, full or limited (including, by way of illustration and not limitation, in excess of one vote per share), or without voting powers, and with such designations, preferences and relative participating, option or other rights, qualifications, limitations or restrictions, as shall be fixed and determined in the resolution or resolutions providing for the issuance thereof adopted by the Board of Directors, and as are not stated and expressed in these Restated Articles of Incorporation or any amendment hereto, including (but without limiting the generality of the foregoing) the following:

(a) The distinctive designation of such class and the number of shares which shall constitute such class, which number may be increased (except where otherwise provided by the Board of Directors in creating such class) or decreased (but not below the number of shares thereof then outstanding) from time to time by resolution of the Board of Directors; and

(b) The rate and manner of payment of dividends payable on shares of such class, including the dividend rate, date of declaration and payment, whether dividends shall be cumulative, and the conditions upon which and the date from which such dividends shall be cumulative; and

(c) Whether shares of such class shall be redeemed, the time or times when, and the price or prices at which, shares of such class shall be redeemable, the redemption price, the terms and conditions of redemption, and the sinking fund provisions, if any, for the purchase or redemption of such shares; and

(d) The amount payable on shares of such class and the rights of holders of such shares in the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation; and

(e) The rights, if any, of the holders of shares of such class to convert such shares into, or exchange such shares for, shares of Common Stock, other securities, or shares of any other class or classes of Preferred Stock and the terms and conditions of such conversion or exchange; and

(f) The voting rights, if any, and whether full or limited, of the shares of such class, which may include no voting rights, one vote per share, or such higher number of votes per share as may be designated by the Board of Directors; and

(g) The preemptive or preferential rights, if any, of the holders of shares of such class to subscribe for, purchase, receive, or otherwise acquire any part of any new or additional issue of stock of any class, whether now or hereafter authorized, or of any bonds, debentures, notes, or other securities of the Corporation, whether or not convertible into shares of stock with the Corporation.

(2) Except in respect of the relative rights and preferences that may be provided by the Board of Directors as hereinbefore provided, all shares of Preferred Stock shall be identical, and each share of a class shall be identical in all respects with the other shares of the same class. When payment of the consideration for which shares of Preferred Stock are to be issued shall have been received by the Corporation, such shares shall be deemed to be fully paid and nonassessable.

C. Preemptive Rights.

Holders of Common Stock shall not have as a matter of right any preemptive or preferential right to subscribe for, purchase, receive, or otherwise acquire any part of any new or additional issue of stock of any class, whether now or hereafter authorized, or of any bonds, debentures, notes, or other securities of the Corporation, whether or not convertible into shares of stock of the Corporation.

## ARTICLE V

### Directors

The number of Directors of this Corporation shall be the number from time to time fixed by the shareholders or by the Directors, in accordance with the provisions of the bylaws of the Corporation, but at no time shall the number of Directors be less than five. A majority of the full Board of Directors may, at any time during the year following an annual meeting of shareholders, increase the number of directors of this Corporation by not more than two and appoint persons to fill the resulting vacancies.

## ARTICLE VI

### Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

## ARTICLE VII

### Amendment of Restated Articles of Incorporation

These Restated Articles of Incorporation may be amended in the manner from time to time provided by law and any right conferred upon the shareholders by any provision of these Restated Articles of Incorporation is hereby made subject to this reservation.

## CERTIFICATE

The foregoing Restated Articles of Incorporation were duly adopted by the holders of the shares of Common Stock, being the sole shares entitled to vote thereon, in accordance with the Act, on January 21, 2009, and the number of votes cast for the foregoing Restated Articles of Incorporation was sufficient for approval by such holders of Common Stock.

IN WITNESS WHEREOF, the undersigned President and Chief Executive Officer of this Corporation has executed these Restated Articles of Incorporation on the 21 day of January, 2009.

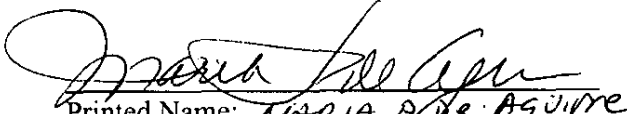
**GREAT FLORIDA BANK**

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

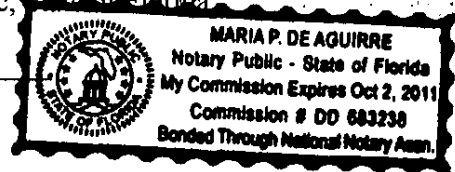
M. Mehdi Ghomeshi  
President and Chief Executive Officer

STATE OF FLORIDA                     )  
COUNTY OF MIAMI-DADE         )

The foregoing instrument was acknowledged before me this 21 day of January, 2009, by M. Mehdi Ghomeshi, President and Chief Executive Officer, of Great Florida Bank, a Florida corporation, on behalf of the corporation.

  
Printed Name: MARIA P. DE AGUIRRE  
Notary Public, State of Florida

Personally Known ☒ or Produced Identification ☐  
Type of Identification Produced \_\_\_\_\_

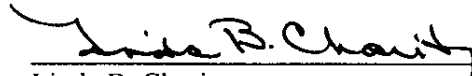




**APPROVAL**

Restated Articles of Incorporation approved by the Florida Office of Financial Regulation  
this \_\_\_\_ day of \_\_\_\_\_, 2009.

Tallahassee, Florida

A handwritten signature in cursive script, reading "Linda B. Charity", is written over a horizontal line.

Linda B. Charity

Director, Division of Financial Institutions