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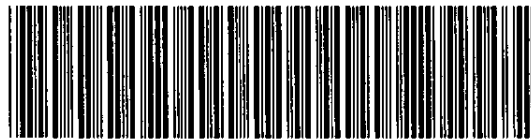
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
HALL OF RECORDS, FLORIDA

Restored Articles  
REG  
6/25



**Linda B. Charity**  
Interim Commissioner

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## INTEROFFICE COMMUNICATION

**DATE:** June 25, 2012

**TO:** Karen Gibson, Department of State  
Division of Corporations – Bureau of Commercial Recordings

**FROM:** Ben Brinkley, Financial Control Analyst  
Bureau of Bank Regulation, District II  
(850) 410-9504

**SUBJECT:** **Great Florida Bank**  
**Miami Lakes, Florida**  
**(Amending Articles to increase authorized shares of commons stock)**

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Please file the attached Amendment to the Articles of Incorporation for the above-referenced institution, using the filing date as the effective time. A check for the applicable filing and certified copies fee (\$52.50) is attached.

- (1) One certified copy to: Ben F. Brinkley III  
Office of Financial Regulation  
Bureau of Bank Regulation, District II  
200 E. Gaines Street  
Tallahassee, FL 32399-0371
- (1) One certified copy to: John P. Greeley, Esq.  
Smith Mackinnon, P.A.  
Attorneys at Law  
Citrus Center  
225 South Orange Avenue, Suite 800  
Orlando, Florida 32801

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ARTICLES OF AMENDMENT  
STATE OF FLORIDA

TO

RESTATED ARTICLES OF INCORPORATION

OF

GREAT FLORIDA BANK

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

**FIRST:** Section A(1) of Article IV of the Articles of Incorporation is hereby amended by deleting the text thereof in its entirety and substituting the following in lieu thereof:

(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 410,000,000 with a par value of \$5.00 per share, of which 330,000,000 shares shall be designated as Class A Common Stock and 80,000,000 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.

**SECOND:** The foregoing amendments were adopted by the holders of the outstanding shares of Class B Common Stock, being the sole voting group entitled to vote on the amendment, on April 26, 2012 and the number of votes cast for the amendment was sufficient for approval by the holders of Class B Common Stock.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Amendment to Restated Articles of Incorporation to be executed and attested to by its duly authorized officer as of this 24<sup>th</sup> day of May, 2012.

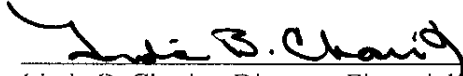
Great Florida Bank

By:

  
M. Mehdi Ghomeshi  
President and Chief Executive Officer

**APPROVAL**

Approved by the Florida Office of Financial Regulation this 22<sup>nd</sup> day of June,  
2012.

A handwritten signature in black ink, appearing to read "Linda B. Charity", is written over a horizontal line.

Linda B. Charity, Director, Financial Institutions  
Tallahassee, Florida