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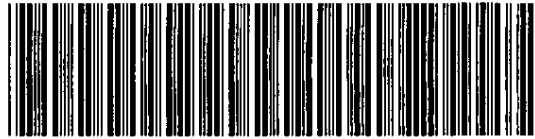
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TALLAHASSEE, FLORIDA

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Amend

FEB 11 2013

T. LEWIS



Drew J. Breakspear
Commissioner

INTEROFFICE COMMUNICATION

DATE: February 5, 2013

TO: Thelma Lewis, Department of State
Division of Corporations – Bureau of Commercial Recordings

FROM: Jeremy A. Glover, Financial Control Analyst
Bureau of Bank Regulation, District II
(850) 410-9535

SUBJECT: **Great Florida Bank**
Miami Lakes, Florida
(Amending Articles to decrease par value of shares of commons stock)

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: Jeremy A. Glover
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

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

FILED
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TALLAHASSEE, FLORIDA

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 \$1.00 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 amendment reducing the par value of the shares of Common Stock was adopted by the Board of Directors of the Corporation on January 16, 2013, and shareholder approval of such amendment was not required.

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 16 day of January, 2013.

GREAT FLORIDA BANK

By: _____

M. Mehdi Ghomeshi
President and Chief Executive Officer

APPROVAL

Approved by the Florida Office of Financial Regulation this 7th day of February,
2013.



Robert Hayes, Acting Director
Division of Financial Institutions
Office of Financial Regulation
Tallahassee, Florida