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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
NAPLES BANCORP, INC.**

NAPLES BANCORP, INC., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), in accordance with the provisions of Section 607.1006 of the Florida Business Corporation Act (the "FBCA"), hereby certifies:

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I.

The name of the Corporation is "Naples Bancorp, Inc."

II.

Article III of the Articles of Incorporation shall be deleted in its entirety, and the following shall be substituted therefor:

"ARTICLE III

A. Number and Class of shares authorized; par value.

(1) Common Stock – The aggregate number of shares of common stock (referred to in these Articles as "Common Stock") which the Corporation shall have authority to issue is FOUR MILLION (4,000,000) at no par value.

(2) Preferred Stock – The aggregate number of shares of preferred stock (referred to in these Articles as "Preferred Stock") which the Corporation shall have the authority to issue is ONE HUNDRED THOUSAND (100,000) at no par value.

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 series, 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, optional 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 Articles of Incorporation or any amendment hereto, including (but without limiting the generality of the foregoing) the following:

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(a) The distinctive designation of such series and the number of shares which shall constitute such series, which number may be increased (except where otherwise provided by the board of directors in creating such series) 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 series, 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 series shall be redeemed, the time or times when, and the price or prices at which, shares of such series 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 series 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 series to convert such shares into, or exchange such shares for, shares of Common Stock, other securities, or shares of any other class or series 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 series, 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 series 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 series shall be identical in all respects with the other shares of the same series. 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."

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III.

The amendment to the Corporation's Articles of Incorporation was approved by the Corporation's board of directors, and was proposed by the board of directors to the shareholders of the Corporation, who approved the same by written consent in accordance with the provisions of FBCA 607.0704 and 607.1003. The number of shareholder votes cast for the amendment was sufficient for its approval, and was adopted by the shareholders on March 12, 2009.

IN WITNESS WHEREOF, Naples Bancorp, Inc. has cause this Amendment to the Articles of Incorporation to be executed by its duly authorized officer this 12th day of March, 2009.

NAPLES BANCORP, INC.

By: 
Name: Robert Guididas
Title: President and CEO

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