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**ARTICLES OF AMENDMENT  
TO THE  
AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
EVERBANK FINANCIAL CORP**

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Pursuant to Sections 607.1001, 607.1003 and 607.1006 of the Florida Business Corporation Act

EverBank Financial Corp, a Florida corporation (hereinafter called the "Corporation"), by action taken by a duly adopted resolution of the Board of Directors of the Corporation on April 24, 2012 and the written consent of a majority of its outstanding shares of common stock, the holders of a majority of the outstanding shares of the Corporation, and a majority of its outstanding shares of its only series of preferred stock, voting separately as a class, on April 30, 2012, does hereby certify as follows:

**FIRST:** Section 6.4(e)(vii) of the Corporation's Amended and Restated Articles of Incorporation, as amended by the Articles of Amendment filed with the Secretary of State of Florida on January 27, 2011, is hereby amended and restated to read in its entirety as set forth below:

(vii) Notwithstanding anything herein to the contrary, upon consummation of the Reorganization Merger, the Holders of Series B Preferred Stock shall be entitled to a special one-time dividend in the aggregate amount of \$1,073,422, payable pro-rata to the Holders of Series B Preferred Stock. The special one-time dividend shall be payable upon the consummation of the Reincorporation Merger.

**SECOND:** This Amendment to the Corporation's Amended and Restated Articles of Incorporation, as previously amended, has been duly adopted in accordance with the provisions of Sections 607.0704 and 607.1001 (by written consent of a majority in voting power of the Corporation's shareholders) of the Florida Business Corporation Act.

\* \* \* \* \*

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05/03/2012 12:25

(FAX)

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IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be duly executed in its corporate name this 30 day of April, 2012.

EVERBANK FINANCIAL CORP

By:   
Name: Robert M. Clements  
Title: Chairman and Chief Executive Officer

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