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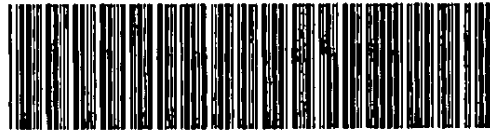
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

*Amendment*

OCT 23 2015

D CUSHING



## FLORIDA OFFICE OF FINANCIAL REGULATION

www.FLOFR.com

**DREW J. BREAKSPEAR**  
COMMISSIONER

October 22, 2015

VIA INTEROFFICE MAIL

Ms. Diane Cushing  
Administrator  
Amendment Section  
Florida Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314-6327

Dear Ms. Cushing:

Please file the enclosed Amendment to Articles of Incorporation for Stonegate, Pompano Beach, Florida, at your earliest convenience. The distribution of the certified copies should be as follows:

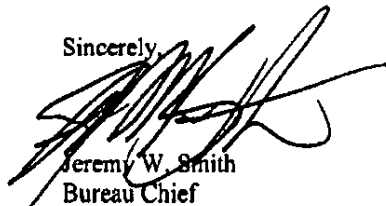
- (1) One copy to:                   The Florida Office of Financial Regulation  
  Division of Financial Institutions  
  200 East Gaines Street  
  Tallahassee, Florida 32399-0371
- (2) One copy to:                   Mr. Jerry Oliver  
  Director of Regulatory Affairs  
  Stonegate Bank  
  Post Office Box 10069  
  Pompano Beach, Florida 33061

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Also enclosed is a check (#144497) for \$55.00, which should cover the cost of filing the Amendment to the Articles of Incorporation, as well as the two certified copies addressed to the above.

If you have any questions, please do not hesitate to contact me.

Sincerely,

  
Jeremy W. Smith  
Bureau Chief  
Bureau of Bank Regulation

JWS/jag  
Enclosures (3)

**ARTICLES OF AMENDMENT  
TO THE ARTICLES OF INCORPORATION  
OF  
STONEGATE BANK**

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 655.043 and 658.30 of the Florida Financial Institutions Code and Sections 607.1002 and 607.1006 of the Florida Business Corporation Act, Stonegate Bank, a Florida chartered commercial bank (the "Corporation"), hereby adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the Corporation is Stonegate Bank.
2. The text of each amendment adopted is as follows:

The Articles of Amendment to the Articles of Incorporation of Stonegate Bank Authorizing Senior Non-Cumulative Perpetual Preferred Stock, Series A, filed with the Florida Department of State on January 15, 2014, are hereby deleted in their entirety and shall no longer have any force or effect and the shares previously designated as Senior Non-Cumulative Perpetual Preferred Stock, Series A, shall be deemed to be undesignated preferred stock of the Corporation and eligible to be designated and issued by the Board of Directors of the Corporation (the "Board"), as the Board deems necessary or appropriate.

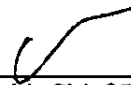
3. Except as amended by Section 2 above, the Articles of Incorporation of the Corporation, as amended, shall remain the same.

4. These Articles of Amendment to the Corporation's Articles of Incorporation were adopted by the Board on July 28, 2015. Pursuant to Section 607.1002(5) of the Florida Statutes, these Articles of Amendment were adopted by the Board without shareholder action as approval by shareholder action was not required.

5. These Articles of Amendment shall be effective upon filing with the Florida Department of State.

**[Signature Page Follows]**

IN WITNESS WHEREOF, the Chief Executive Officer of the Corporation has executed the foregoing Articles of Amendment as of this 28th day of July 2015.

  
\_\_\_\_\_  
Dave Seleski, Chief Executive Officer

APPROVAL

Approved by the Florida Office of Financial Regulation this 21 day of October, 2015.

44-21

Name: M. Barry Gilman

Title: Director

Division of Financial Institutions

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